



Zoning
CITY OF AUSTIN
RECOMMENDATION FOR COUNCIL ACTION

AGENDA ITEM NO.: Z-5
AGENDA DATE: Thu 05/13/2004
PAGE: 1 of 1

SUBJECT: C14-04-0020 - Double Creek Village, Phase II, Tracts 1 and 2 - Conduct a public hearing and approve an ordinance amending Chapter 25-2 of the Austin City Code by zoning property locally known as 11200-11300 South IH-35 Service Road Southbound (Onion Creek Watershed) from interim-rural residence (I-RR) district zoning to general commercial services-mixed use (CS-MU) combining district zoning for Tract 1 and multi-family residence medium density (MF-3) district zoning for Tract 2. Zoning and Platting Commission Recommendation: To grant general commercial services-mixed use-conditional overlay (CS-MU-CO) combining district zoning, with conditions for Tract 1 and multi-family residence low density (MF-2) district zoning, with conditions for Tract 2. Applicants: Old San Antonio Road, L.P. (William S. Walters III) and Haviland Lake Partners L.L.P. (Jeffrey N. Drinkard). Agent: Drenner Stuart Wolff Metcalfe von Kreisler, LLP (Michele Rogerson Allen). City Staff: Wendy Walsh, 974-7719.

REQUESTING Neighborhood Planning
DEPARTMENT: and Zoning

DIRECTOR'S
AUTHORIZATION: Greg Guernsey

ZONING CHANGE REVIEW SHEET

CASE: C14-04-0020

Z.P.C. DATE: April 6, 2004

ADDRESS: 11200 – 11300 South IH-35 Service Road Southbound

OWNER: Old San Antonio Road, L.P.
(William S. Walters, III) and
Haviland Lake Partners, L.P.
(Jeffrey N. Drinkard)

AGENT: Drenner Stuart Wolff Metcalfe
von Kreisler, LLP
(Michele Haussmann)

ZONING FROM: I-RR (Upon Annexation) **TO:** CS-MU for Tract 1; MF-3 for Tract 2

AREA OF TRACT 1: 62.897 acres; **AREA OF TRACT 2:** 61.276 acres;
TOTAL AREA: 124.173 acres

SUMMARY STAFF RECOMMENDATION:

The staff alternate recommendation is to grant:
general commercial services – mixed use – conditional overlay (CS-MU-CO) combining district zoning for Tract 1. The Conditional Overlay prohibits the following uses: Automotive Sales; Automotive Rentals; Agricultural Sales and Services; Art and Craft Studio (General); Pawn Shop Services; Campground; Indoor Entertainment; Equipment Sales; Equipment Repair Services; Laundry Service; Kennels; Bail Bond Services; Vehicle Storage; Maintenance and Service Facilities; Adult-oriented uses; Commercial Blood Plasma Center; Monument Retail Sales; Transportation Terminal; Transitional Housing; Exterminating Services; Drop-off Recycling Collection Facility; Residential Treatment; Outdoor Entertainment; Convenience Storage; and Restaurant General and Limited (pad sites smaller than 300 square feet).

multifamily residence medium density (MF-3) district zoning for Tract 2.

The Restrictive Covenant limits the site development to uses and intensities that will not exceed or vary from the projected traffic conditions assumed in the final TIA memorandum provided as Attachment A (March 31, 2004).

ZONING & PLATTING COMMISSION RECOMMENDATION:

April 6, 2004: *APPROVED STAFF'S RECOMMENDATION OF CS-MU-CO ZONING WITH CONDITIONS FOR TRACT 1; MF-2 ZONING WITH CONDITIONS FOR TRACT 2. THE FOLLOWING PROHIBITED USES APPLY TO TRACT 1:*

- *COMMERCIAL OFF-STREET PARKING;*
- *DROP-OFF RECYCLING – COLLECTION FACILITY;*
- *URBAN FARM.*

[J.M.; J.G 2ND] (7-0) K.J – ABSENT

ISSUES:

With the zoning for Phase I (C14-03-0053), the applicant met with representatives of TXDoT and City staff to discuss the proposed transportation improvements for F.M. 1626, Old San Antonio Road,

IH-35, the Slaughter Creek Overpass and the Onion Creek Overpasses. TXDoT has agreed to the widening and signalization of F.M. 1626 as warranted in exchange for the applicant's commitment to: 1) dedicate 120-feet of right-of-way for and construct a 4-lane divided road between F.M. 1626 and the Slaughter Creek Overpass following the general alignment of the proposed Stablewood Drive as shown on the approved preliminary plan; 2) dedicate 120-feet of right-of-way for Old San Antonio Road south of F.M. 1626 and construct a 4-lane divided road between F.M. 1626 and the Onion Creek Overpass; 3) provide preliminary schematic for the design of the upgraded Slaughter Creek Overpass; 4) dedicate 30-feet of right-of-way (70-feet from the centerline) of F.M. 1626 from Old San Antonio Road to IH-35; 5) reserve 50 feet of right-of-way along the IH-35 frontage for future expansion of the IH-35 frontage road from 2 lanes to 3 lanes; and 6) dedicate 90-feet of right-of-way for and construct an Onion Creek Parkway extension from IH-35 to Old San Antonio Road.

Please refer to Exhibit A-2 for an aerial depicting the transportation improvements, to Attachment A for the Staff TIA memorandum, and Attachments B and C for letters between TXDoT and applicant regarding the proposed improvements. The applicant proposes to construct the proposed transportation improvements with the development of Phase I (C14-03-0053).

The applicant has continued to meet with representatives of the Onion Creek Homeowner's Association and the Knolls at Slaughter Creek Homeowners Association following the rezoning of Phase I (C14-03-0053), and letters of support from both associations are attached at the back of the staff report.

DEPARTMENT COMMENTS:

The subject property consists of mostly undeveloped land with a vacant light manufacturing facility and is currently outside of the Austin city limits. Annexation and a Service Extension Request are being processed concurrently with the zoning of this case and for property covered by C14-04-0019 to the north. The property has access to the southbound IH-35 frontage road, a highway, F.M. 1626, a major arterial roadway and Old San Antonio Road, a collector. Please refer to Exhibits A and A-1.

The applicant proposes to zone the property to general commercial services-mixed use zoning district (CS-MU) for Tract 1 and MF-3, multifamily residence (medium density) for Tract 2. Tract 1 is proposed for the development of a mix of commercial uses including retail, restaurants, hotel and construction sales and service. The mixed-use component of the zoning allows for the integration of residential uses such as townhomes and condominiums within the commercial development. Tract 2 is proposed for the development of approximately 400 apartment units. The proposed CS-MU zoning and land uses are consistent with the zoning and uses approved for Phase I (C14-03-0053) and those proposed for the concurrent zoning case (C14-04-0019). The applicant has offered to prohibit the following uses on Tract 1:

CS-MU-CO (Tract 1 - 62.897 acres)

Automotive Sales	Automotive Rentals	Pawn Shop Services
Agricultural Sales and Services	Art and Craft Studio (General)	Campground
Indoor Entertainment	Convenience Storage	Equipment Sales
Equipment Repair Services	Laundry Services	Kennels
Bail Bond Services	Vehicle Storage	Adult-Oriented Uses
Maintenance and Service Facilities	Transitional Housing	Transportation Terminal
Commercial Blood Plasma Center	Monument Retail Sales	Exterminating Services
Residential Treatment	Outdoor Entertainment	
Drop-Off Recycling Collection Facility		

Restaurant General (pad sites smaller than 300 square feet)
 Restaurant Limited (pad sites smaller than 300 square feet)

Staff recommends the applicant’s request for CS-MU-CO district zoning for Tract 1 and MF-3 district zoning for Tract 2 based upon the following: 1) its frontage on the southbound IH-35 frontage road, a highway, F.M. 1626, a major arterial, Old San Antonio Road as improved to a 4-lane divided roadway and existing CS zoning to the north along the IH-35 corridor and to the west with Phase I (C14-03-0053); 2) traffic improvements outlined in the Traffic Impact Analysis including right-of-way; 3) existing MF-2-CO zoning and apartments to the north; 4) the MU zoning will promote compatibility with existing residential uses in the area; and 5) the conditional overlay for Tract 1 will prohibit more intensive CS uses, consistent with that applied to other CS-CO zoned properties in the general vicinity.

EXISTING ZONING AND LAND USES:

	ZONING	LAND USES
<i>Site</i>	I-RR (Upon Annexation)	Light manufacturing facility (Vacant); Mostly undeveloped
<i>North</i>	I-RR; CS-CO; GR-CO; SF-2; MF-2-CO	Undeveloped; MF-2-CO for proposed multifamily residences; Construction Sales and Services; Liquor Sales
<i>South</i>	County;	Mostly undeveloped
<i>East</i>	N/A	Southbound frontage road of IH-35
<i>West</i>	County; I-RR	Commercial; office; single-family

AREA STUDY: N/A

TIA: Is required – Please refer to Attachment A

WATERSHED: Onion Creek

DESIRED DEVELOPMENT ZONE: Yes

CAPITOL VIEW CORRIDOR: No

HILL COUNTRY ROADWAY: No

NEIGHBORHOOD ORGANIZATIONS:

- 26 – Far South Austin Community Association
- 428 – Barton Springs / Edwards Aquifer Conservation District
- 627 – Onion Creek Homeowner’s Association
- 948 – South by Southeast Neighborhood Association
- 300 – Terrell Lane Interceptor Association

SCHOOLS:

- Menchaca Elementary School
- Paredes Middle School
- Akins High School

CASE HISTORIES:

NUMBER	REQUEST	ZONING AND PLATTING COMMISSION / PLANNING COMMISSION	CITY COUNCIL
C14-04-0019	I-RR (Upon Annexation) to CS	To Grant CS-CO with conditions of the TIA. The CO is for a list of prohibited uses.	Scheduled concurrently with C14-0018 and C14-04-0020
C14-04-0018	I-RR to GR	To Grant GR-CO with conditions. The CO is for a list of prohibited uses.	Scheduled concurrently with C14-0019 and C14-04-0020
C14-03-0053	I-RR to CS	To Grant CS-CO for Tract 1; GR-CO for Tract 2, with conditions. CO is for list of prohibited uses; and prohibit access to Old San Antonio Road. Restrictive Covenant for the Traffic Impact Analysis.	Approved ZAP recommendation (12-11-03).
C14-03-0066	RR; SF-2; CS-CO; CS; LI-CO to GR	To Grant GR-CO with staff recommendations of the TIA; 6' privacy fence and landscaping along Cullen Lane; use of native plants and IPM Plan; right-in, left-out driveways on Cullen Lane; use of shielded / hooded lights over entire property; and list of prohibited uses.	Approved GR-CO consistent with the ZAP recommendation (10-30-03)
C14-02-0052	I-RR to GR-MU-CO	To Grant GR-MU-CO as requested, CO is for 35' height limit; 200 trips, 35% building coverage; GR limited to bed and breakfast, indoor / outdoor entertainment, General and limited restaurant and all NO uses, RR for floodplain; RC for reservation of r-o-w on Old San Antonio & types of gatherings; subdivision requirement	Approved ZAP recommendation, less zoning the floodplain RR and the subdivision requirement (8-22-02)

C14-01-0104	I-RR to GR-MU-CO-H for Tract 1; GR-CO for Tract 2	To Grant as requested, CO is for 35' height limit; 1,000 trips, 50% building coverage; 60% impervious cover; dedication of r-o-w on Old San Antonio; GR limited to bed and breakfast, with conditions, RC for types of gatherings	Approved as recommended by ZAP, with reservation of r-o-w, additional GR uses of Limited and General Restaurant (12/6/01)
C14-00-2031	I-RR to MF-2	To Grant MF-2-CO w/conditions of no access to Old San Antonio; 15' vegetative buffer adjacent to SF zoned properties; 2,000 trips	Approved MF-2-CO w/ conditions as recommended by PC (8-17-00)

RELATED CASES:

The property is currently outside of the Austin City Limits. Annexation and a Service Extension Request are being processed concurrently with the zoning of this case and for property covered by C14-04-0019 to the north.

There are no active site plan applications on this property.

ABUTTING STREETS:

STREET	RIGHT-OF-WAY	PAVEMENT WIDTH	CLASSIFICATION	DAILY TRAFFIC
F.M. 1626	75 - 120 feet	30 - 44 feet	Major Arterial	9,308 (2003)
Old San Antonio Road	50 feet	30 feet	Collector	635 (2003)
III-35	300 - 385 feet	2 @ 50 feet	Freeway	98,000 (2001)

CITY COUNCIL DATE: May 13, 2004

ACTION:

ORDINANCE READINGS: 1st

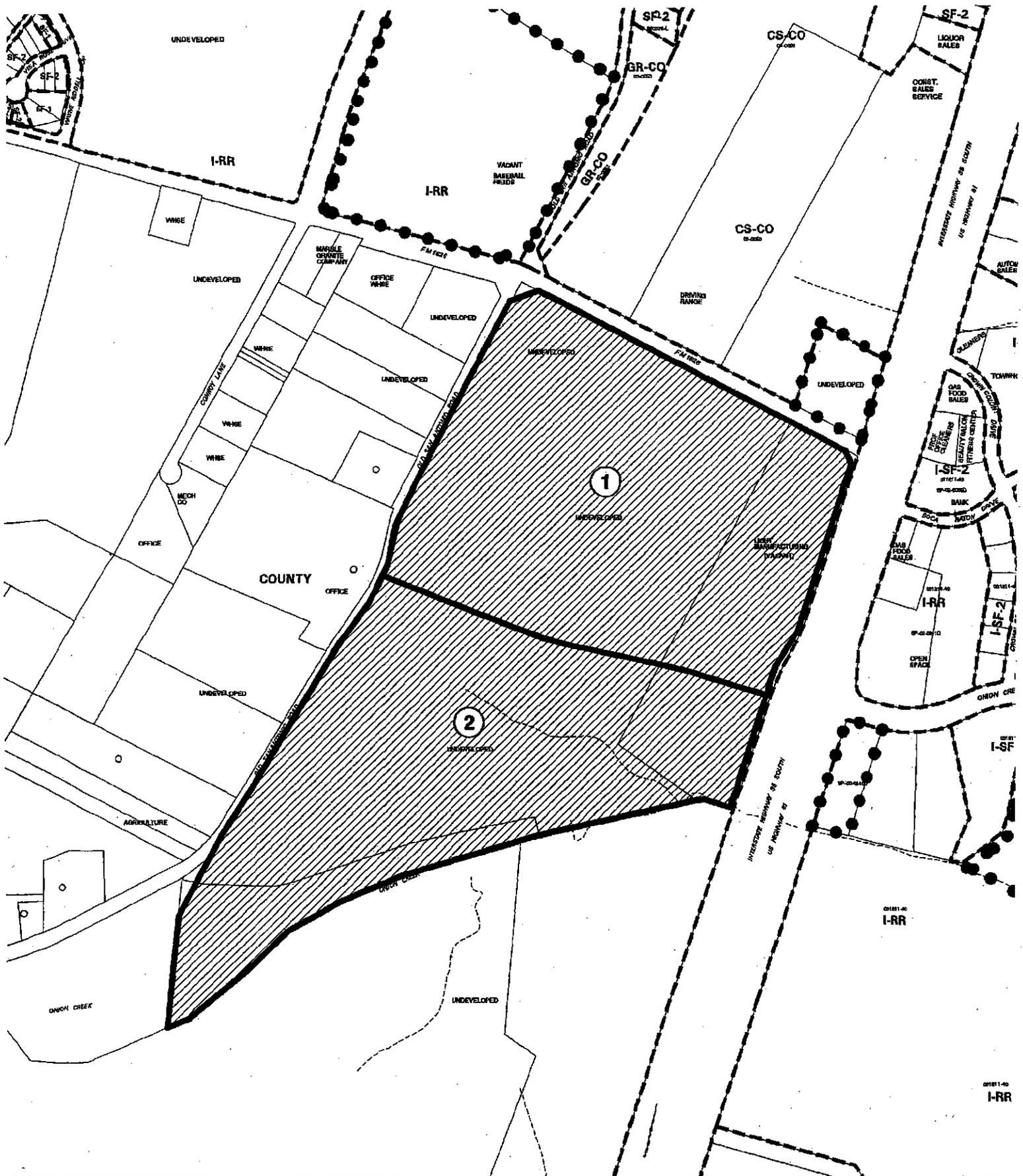
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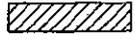
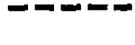
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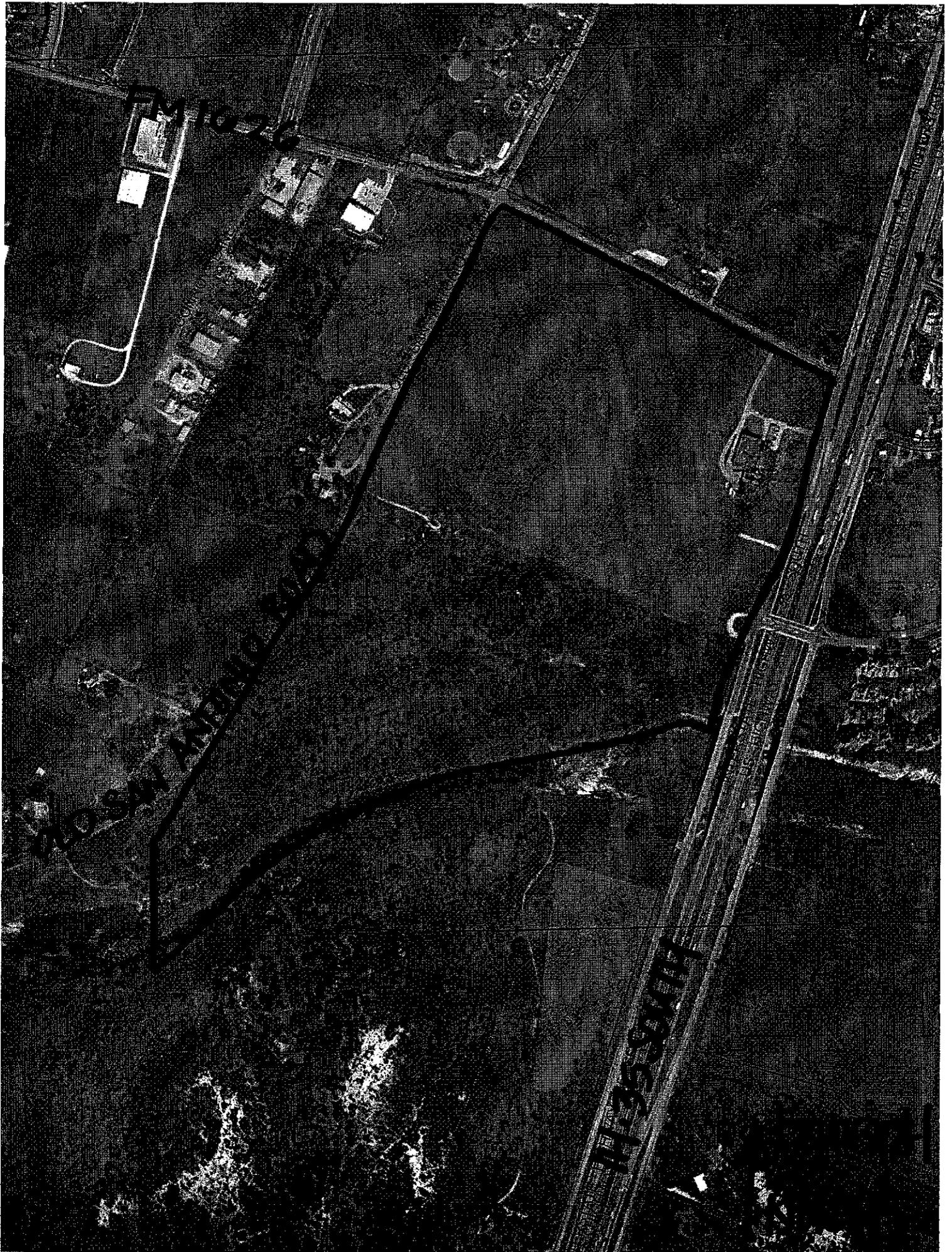
ORDINANCE NUMBER:

CASE MANAGER: Wendy Walsh
e-mail: wendy.walsh@ci.austin.tx.us

PHONE: 974-7719



 1" = 600'	SUBJECT TRACT PENDING CASE ZONING BOUNDARY CASE MGR: W. WALSH	  	ZONING Exhibit A CASE #: C14-04-0020 ADDRESS: 11200-11300 S I 35 SVR SUBJECT AREA (acres): 124.173	DATE: 04-04 INTLS: SM	CITY GRID REFERENCE NUMBER F11
				SR	



DOUBLE CREEK VILLAGE - ZONING

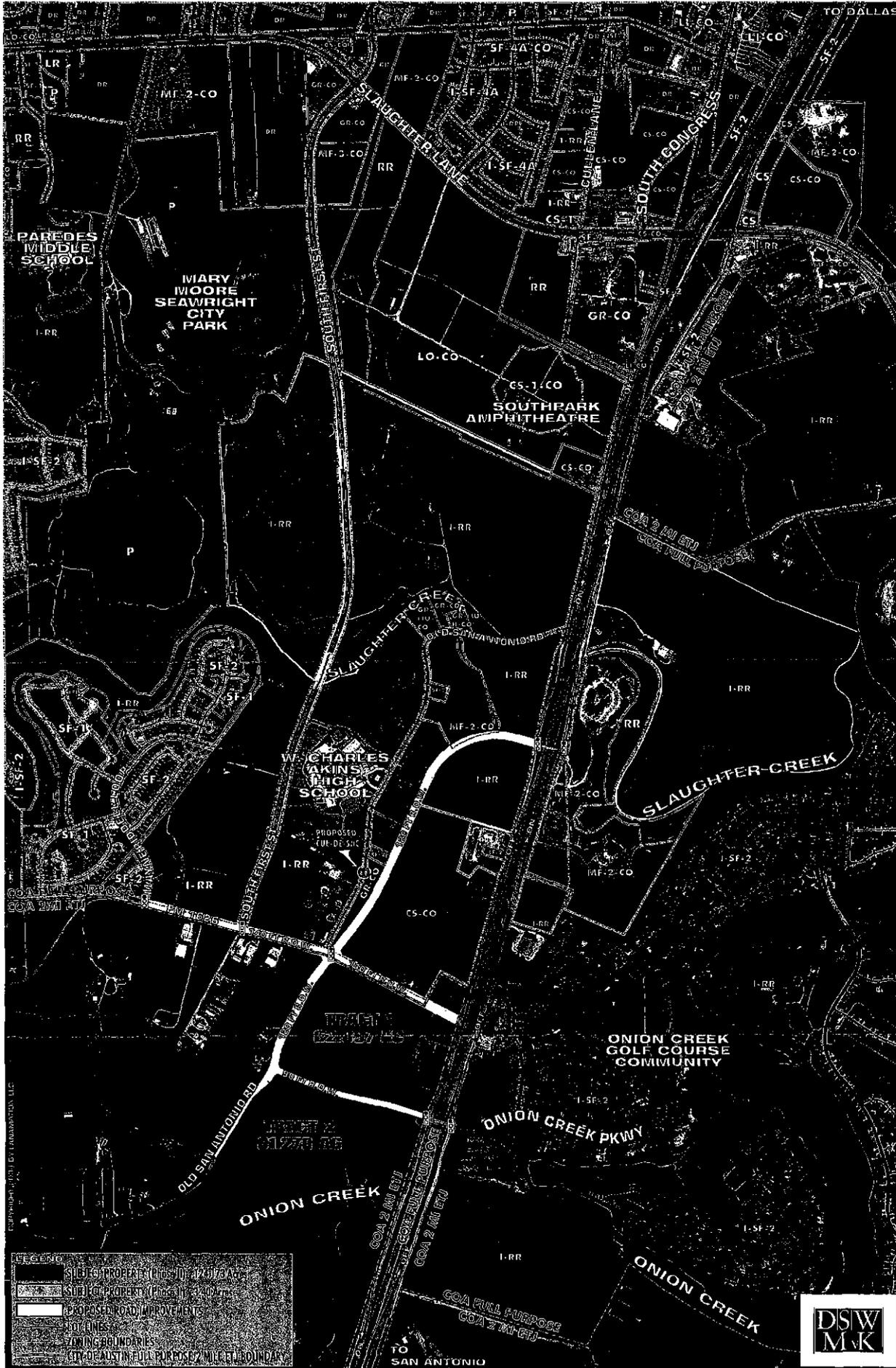


EXHIBIT A2

INTEROFFICE MEMORANDUM



Date: March 31, 2004
To: Wendy Walsh, Case Manager
Reference: Double Creek Village – Phase 2
C14-04-0019 and C14-04-0020
Traffic Impact Analysis

The following are staff comments on the traffic impact analysis for the proposed Double Creek Village Phase 2 development.

TRIP GENERATION

Double Creek Village Phase 2 consists of three tracts totaling 127.573 acres multi-use development located at FM 1626 and IH-35 South. The proposed development plans include a mix of retail and restaurant, and the proposed completion of the project will be expected in the year 2005. Wilber Smith Associates prepared the TIA for the project in February, 2004.

The TIA assumed that the proposed development would consist of the following land uses:

Drugstore	15,000 s.f.
Shopping Center	400,000 s.f.
Home Improvement Superstore	175,000 s.f.
Fast Food Restaurant	18,750 s.f.
High Turnover Sit-Down Restaurant	11,375 s.f.
Specialty Retail	32,500 s.f.
Hotel	300 rooms
Apartments	400 units

Based on the standard trip generation rates established by the Institute of Transportation Engineers (ITE), the development will generate 43,514 unadjusted daily trips (ADT). Of these, 2,058 trips will occur during the morning peak-hour and 3,251 will occur in the evening peak-hour.

Below, Table 1 summarizes the adjusted site trips by subtracting the internal capture and pass-by trips from the unadjusted trips. The total number of daily adjusted trips is 31,980.

Land Use	Square feet	ADT	AM Peak		PM Peak	
			Enter	Exit	Enter	Exit
Drugstore	15,000	992	21	15	43	45
Shopping Center	400,000	12,882	226	136	490	545

*ATTACHMENT
A*

Home Improvement Store	175,000	4,173	102	86	158	181
Fast-Food Restaurants (5)	18,750	6,593	304	205	145	127
Sit-Down Restaurants (2)	11,375	1,172	61	56	57	31
Specialty Retail	17,500	1,151	0	0	28	39
Hotel	300 rooms	2,329	102	66	94	83
Apartments	400 units	2,688	41	163	161	87
Total		31,980	857	727	1,176	1,138

ASSUMPTIONS

A composite growth rate was developed using the adjacent roadways traffic volumes, which were provided by the Transportation Planning Programming Division of the Texas Department of Transportation. Traffic volumes from 1998 to 2001 yielded a 5.7% average annual growth rate. With the extension of South 1st Street to FM1626, the annual growth rate was increased to 6.5% to account for the additional trip diversion. It should be noted that the background traffic growth for the Knolls at Slaughter Creek was determined separately and applied as background traffic since the subdivision is expected to double in size over the next two years. In addition, traffic from several other previously approved projects, including Phase I and Tract 2 of Double Creek Village, was included as background traffic. Some traffic on FM 1626 was also redistributed due to the anticipated construction of Stablewood Dr.

EXISTING AND PROPOSED ROADWAYS

FM 1626 - exists as a two-lane roadway and is classified as a Major Arterial in the Austin Metropolitan Area Transportation Plan. Average daily traffic in 2003 is approximately 9,300 vehicles per day. TXDOT is developing plans to widen the road with a variable cross-section (3 to 5 lanes with shoulders) between proposed SH 45 and IH-35. However, this improvement is not yet funded. TXDOT has also committed to installing additional traffic signals along FM 1626 as traffic warrants.

Wayne Riddell Loop – provides direct access to the Knolls at Slaughter Creek Subdivision. The roadway exists and is classified as a neighborhood collector street. The 24-hour traffic count on Wayne Riddell was 1,469.

South 1st Street - The roadway exists in a four-lane divided configuration and is classified as a Minor Arterial roadway by the City of Austin Metropolitan Area Transportation Plan. The traffic count for S. 1st Street is 3,254 south of Slaughter Lane. TXDOT has funding approved to install a traffic signal at S. 1st and FM 1626.

IH-35 Southbound Frontage Road at FM 1626 – is included in the City of Austin Metropolitan Area Transportation Plan. The IH-35 Southbound Frontage Road is constructed as a 2-lane one-way roadway.

IH-35 Northbound and Southbound Frontage Roads at Onion Creek Parkway – Onion Creek Parkway is constructed with a northbound turnaround lane, a shared thru and left turn lane (northbound) and an east bound thru lane, which leads to the entrance of the Onion Creek Golf Course Community. In addition, a one westbound lane exists in order to allow traffic to turn left (south) on to the IH-35 Southbound Frontage Road.

IH-35 Northbound and Southbound Frontage Roads at Slaughter Creek Overpass – Slaughter Creek Overpass is constructed with a left turn lane (southbound) and an east bound thru lane and left turn lane (northbound). TXDOT is developing plans to reconstruct

and expand the overpass and to widen the southbound frontage road to three lanes; however, this project is not yet funded. TXDOT is also committed to installing additional traffic signals along the IH-35 frontage road as traffic warrants.

Old San Antonio Road - The traffic volume for the road is 1,194 west of IH-35. The roadway is a 2-lane collector between IH-35 and FM 1327. In the Stablewood Subdivision preliminary plan, Old San Antonio Rd. is shown to be terminated in a cul-de-sac south of Charles Akins High School. The TIA did not propose any direct access to this road from the Double Creek Village site. The applicant is proposing to widen the portion of Old San Antonio Rd. south of FM 1626 to a 4-lane divided roadway, to connect with an extension of Onion Creek Parkway.

Stablewood Dr. – is part of the approved preliminary plan called Stablewood at Slaughter Creek (C8-95-0211.03). The proposed roadway would be built by the applicant as a 4-lane divided collector street, beginning at the existing intersection of Old San Antonio Road and RM 1626. It will follow the existing alignment of Old San Antonio Road for a short distance north of FM 1626 and then diverge to a parallel route and connect with IH-35 at the Slaughter Creek Overpass.

Onion Creek Parkway – currently exists east of IH-35. The applicant is proposing to extend it westward as a 4-lane collector street to a connection with Old San Antonio Rd.

TRAFFIC ANALYSIS

The impact of site development traffic on the existing area roadways was analyzed. Two time periods and travel conditions were evaluated:

- 2003 Existing Conditions
- 2005 Build-Out Conditions

INTERSECTION LEVEL OF SERVICE (LOS)

The TIA analyzed 9 intersections, none of which are signalized. Existing and projected levels of service are as follows with the proposed improvements mentioned in the TIA. All intersections will operate at an acceptable level with the improvements assumed in the TIA.

Table 2. Level of Service				
Intersection	2003		2005	
	AM	PM	AM	PM
Wayne Riddell/FM 1626	C	C	B	B
South First/FM 1626	C	C	B	B
Old San Antonio Rd/Stablewood/ FM 1626	C	C	C	C
IH-35 SBFR/FM 1626	C	C	A	A
IH-35 SBFR/Onion Creek Overpass	A	A	B	B
IH-35 NBFR/Onion Creek Overpass	A	A	B	B
IH-35 SBFR/Slaughter Creek Overpass	B	B	A	A
IH-35 NBFR/Slaughter Creek Overpass	B	B	C	C
Old San Antonio Rd./Onion Creek Pkwy	-	-	C	D

DRIVEWAY CAPACITY ANALYSIS

The TIA analyzed 13 driveways accessing the three tracts. All driveways will operate at an acceptable level of service ("D" or better) with the improvements assumed in the TIA.

ROADWAY CAPACITY ANALYSIS

The table below summarizes the roadway level of service for the year 2005. FM 1626 will operate at an unacceptable level of service during the PM peak hour. TXDOT has agreed to widen the road to a 5-lane cross-section to mitigate this condition.

Roadway Section	AM Peak Hour	PM Peak Hour
FM 1626 between S. 1 st & IH-35	D	E
Old San Antonio Rd. between FM 1626 & Onion Creek Pkwy.	C	C

OTHER TRANSPORTATION MODES

Capital Metro bus service is available to Akins High School, which is located about one-half mile from the property to the north. However, for the purpose of the TIA no deductions in traffic were assumed for transit ridership.

RECOMMENDATIONS

The TIA assumes that a number of improvements will be made to area roadways by the time the project is completed. Discussions between the applicant and TXDOT resulted in a commitment from TXDOT to provide many of the recommended improvements in the TIA without cost participation by the developer (see attached memo). Consequently, the developer should be subject to the following requirements:

1. Dedicate 120-feet of right-of-way and construct a 4-lane divided roadway along the general alignment of Stablewood Dr. as shown on the approved preliminary plan, between FM 1626 and the Slaughter Creek interchange at IH-35. This requirement will be addressed with the final subdivision plat on the property, and the road will be constructed with the site plan for development of the tract. The road should be completed and open to traffic prior to the issuance of any certificates of occupancy on the tract.
2. Provide exclusive left-turn lanes at all site driveways along Stablewood Drive and Onion Creek Parkway. This requirement will be addressed during review of the subdivision construction plans for Stablewood Drive and Onion Creek Parkway and is subject to compliance with all ordinance requirements at that time.
3. Dedicate 70 feet of right-of-way from the centerline of FM 1626 from Old San Antonio Rd. to S. First St. This requirement will be addressed with the final subdivision plat on the property.
4. Dedicate 90 feet of right-of-way and construct Onion Creek Parkway as a 4-lane divided collector street between IH-35 and Old San Antonio Rd. The road should be completed and open to traffic prior to the issuance of any certificates of occupancy on the tract.
5. Reserve 50 feet of right-of-way along IH-35 for future expansion of the frontage road.
6. Provide preliminary schematic for the ultimate location and design of an upgraded Slaughter Creek Overpass on IH-35.
7. Eliminate the existing driveway on IH-35 located 240 feet south of FM 1626.

-
8. Location of driveways is subject to approval at the time of site plan review.
 9. Development of this property should be limited to uses and intensities which will not exceed or vary from the projected traffic conditions assumed in the TIA, including peak hour trip generations, traffic distribution, roadway conditions, and other traffic related characteristics.
 10. Submit two copies of the final version of the TIA incorporating all corrections and additions. The TIA should be submitted before third reading of the zoning.

If you have any questions or require additional information, please contact me at 974-2725.



George Zapalac

Watershed Protection and Development Review Department

CC: Bob Hamm, Wilber Smith Associates
Carol Kaml, Fiscal Surety Officer



LEGEND
 Double Creek Village Phase II Project Site

Figure 2-1
 PROJECT LOCATION
 Double Creek Phase II Traffic Impact Analysis
 Austin, Texas



Map Date: February 5, 2004
 0 500 1,000 2,000 Feet



Texas Department of Transportation

P.O. DRAWER 15428 • AUSTIN, TEXAS 78761-5428 • (512) 832-7000

October 15, 2003

Mr. Bill Walters
Walters Southwest
1100 Nucces
Austin, Texas 78701

Dear Mr. Walters,

Over the past several months we have been working together to address the best transportation access and circulation solutions for the area around FM 1626 and IH-35. TxDOT strongly supports the proposal to build a "backage road" which would loop around your development and connect with the Slaughter Creek Overpass and the Onion Creek Overpass. We think this internal four-lane roadway will better distribute regional traffic, improve access to the high school, and reduce congestion along the existing IH-35 frontage road system.

As part of the transportation solution, TxDOT is developing several projects in the area which will be facilitated by your right of way donation and proposed designs. These improvements include:

- Widening FM 1626 to a variable cross-section (3 lanes to 5 lanes) with shoulders between proposed SH 45 and IH-35;
- Reconstruction and expansion of the Slaughter Creek Overpass;
- Installation of a traffic signal at FM 1626 and South 1st Street (this is already approved and funded);
- Installation of additional traffic signals along FM 1626 or the IH 35 frontage road system, as traffic warrants; and,
- Reconstruction and expansion of southbound IH-35 frontage road to 3 lanes as traffic warrants.

Please note that only the signal project at FM 1626 at South 1st Street is funded for construction.

Last, the Austin District would be supportive of Travis County Commissioner Daugherty's efforts to secure CAMPO STP-MM funding for portions of the "backage road" loop system or any of the other area projects the Austin District is developing.

If you have any questions, please let me know.

Sincerely,

Donald E. Nyland, P.E.
Area Engineer

cc: Robert B. Daigh, P.E., TxDOT, Austin District Engineer
Robert L. Stuard, P.E., TxDOT, Austin District Director of Transportation

ATTACHMENT B

An Equal Opportunity Employer

*** TOTAL PAGE 01 ***



November 12, 2003

Mr. Don Nyland, P.E.
TxDOT, South Austin Area Office
2800 S. IH-35, Ste. 100
Austin, Texas 78704

Re: Revision to Letter of October 28, 2003 regarding Double Creek Village
Transportation Improvements

Dear Mr. Nyland,

I want to thank you for the time you have spent with my consultant team and me reviewing the proposed transportation improvements for FM 1626 and IH-35 around Double Creek Village. After working with your office it has been determined that we should not realign existing FM 1626 to tie into the Slaughter Creek Overpass. Instead, it has been determined that an internal 4-lane divided city street, connecting both the Slaughter Creek Overpass and the Onion Creek Overpass, would provide the best regional and local access while reducing the traffic impacts along the IH-35 frontage road. The backage road would intersect FM 1626 at the existing Old San Antonio Road intersection and utilize short segments of Old San Antonio Road.

As a result of our meetings, I propose to provide the following improvements, at no cost to the State, as part of the Double Creek Village development:

- Provide 120' of right of way and construct 4-lane divided "backage road" between FM 1626 and Slaughter Creek Overpass.
- Provide preliminary schematic for ultimate location and design of relocated/upgraded Slaughter Creek Overpass.
- Donate 30 feet of right of way, between existing Old San Antonio and IH-35 frontage road, for FM 1626.
- Reserve 50' of right of way along IH-35 frontage, controlled by Double Creek Village, for future expansion of IH-35 frontage road from 2 lanes to 3 lanes.
- Continue to work with the school district, Travis County, and area property owners to complete the "backage road" between FM 1626 and Onion Creek Overpass.

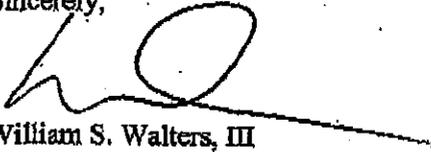
ATTACHMENT C

1100 NUECES STREET
AUSTIN, TEXAS 78701
PHONE: 512-481-0404
FAX: 512-481-0444
EMAIL: waltersw@swbell.net

REAL ESTATE INVESTMENTS

Thank you again for your time and recommendations to address both the local and regional access and circulation issues in the area.

Sincerely,



William S. Walters, III

cc: Commissioner Gerald Daugherty, Travis County Precinct 3
Bob Hamm, P.E. Wilbur Smith & Associates
Mike Weaver, Prime Strategies, Inc.
Michele Allen, Drenner Stuart Wolff Metcalfe von Kreisler, LLP
Dan Robertson, AISD

SUMMARY STAFF RECOMMENDATION:

The staff alternate recommendation is to grant: general commercial services – mixed use – conditional overlay (CS-MU-CO) combining district zoning for Tract 1. The Conditional Overlay prohibits the following uses: Automotive Sales; Automotive Rentals; Agricultural Sales and Services; Art and Craft Studio (General); Pawn Shop Services; Campground; Indoor Entertainment; Equipment Sales; Equipment Repair Services; Laundry Service; Kennels; Bail Bond Services; Vehicle Storage; Maintenance and Service Facilities; Adult-oriented uses; Commercial Blood Plasma Center; Monument Retail Sales; Transportation Terminal; Transitional Housing; Exterminating Services; Drop-off Recycling Collection Facility; Residential Treatment; Outdoor Entertainment; Convenience Storage; and Restaurant General and Limited (pad sites smaller than 300 square feet).

multifamily residence medium density (MF-3) district zoning for Tract 2.

The Restrictive Covenant limits the site development to uses and intensities that will not exceed or vary from the projected traffic conditions assumed in the final TIA memorandum provided as Attachment A (March 31, 2004).

BACKGROUND

The subject property consists of mostly undeveloped land with a vacant light manufacturing facility and is currently outside of the Austin city limits. Annexation and a Service Extension Request are being processed concurrently with the zoning of this case and for property covered by C14-04-0019 to the north. The property has access to the southbound IH-35 frontage road, a highway, F.M. 1626, a major arterial roadway and Old San Antonio Road, a collector. Please refer to Exhibits A and A-1.

The applicant proposes to zone the property to general commercial services-mixed use zoning district (CS-MU) for Tract 1 and MF-3, multifamily residence (medium density) for Tract 2. Tract 1 is proposed for the development of a mix of commercial uses including retail, restaurants, hotel and construction sales and service. The mixed-use component of the zoning allows for the integration of residential uses such as townhomes and condominiums within the commercial development. Tract 2 is proposed for the development of approximately 400 apartment units. The proposed CS-MU zoning and land uses are consistent with the zoning and uses approved for Phase I (C14-03-0053) and those proposed for the concurrent zoning case (C14-04-0019). The applicant has offered to prohibit the following uses on Tract 1:

CS-MU-CO (Tract 1 - 62.897 acres)

Automotive Sales	Automotive Rentals	Pawn Shop Services
Agricultural Sales and Services	Art and Craft Studio (General)	Campground
Indoor Entertainment	Convenience Storage	Equipment Sales
Equipment Repair Services	Laundry Services	Kennels
Bail Bond Services	Vehicle Storage	Adult-Oriented Uses
Maintenance and Service Facilities	Transitional Housing	Transportation Terminal
Commercial Blood Plasma Center	Monument Retail Sales	Exterminating Services
Residential Treatment	Outdoor Entertainment	
Drop-Off Recycling Collection Facility		
Restaurant General (pad sites smaller than 300 square feet)		
Restaurant Limited (pad sites smaller than 300 square feet)		

Staff recommends the applicant's request for CS-MU-CO district zoning for Tract 1 and MF-3 district zoning for Tract 2 based upon the following: 1) its frontage on the southbound IH-35 frontage road, a highway, F.M. 1626, a major arterial, Old San Antonio Road as improved to a 4-lane divided roadway and existing CS zoning to the north along the IH-35 corridor and to the west with Phase I (C14-03-0053); 2) traffic improvements outlined in the Traffic Impact Analysis including right-of-way; 3) existing MF-2-CO zoning and apartments to the north; 4) the MU zoning will promote compatibility with existing residential uses in the area; and 5) the conditional overlay for Tract 1 will prohibit more intensive CS uses, consistent with that applied to other CS-CO zoned properties in the general vicinity.

BASIS FOR LAND USE RECOMMENDATION (ZONING PRINCIPLES)

1. The proposed zoning should be consistent with the purpose statement of the district sought.

The CS, Commercial Services district is intended predominantly for commercial and industrial activities of a service nature having operating characteristics or traffic service requirements generally incompatible with residential environments. The CS, Commercial Services district is best suited for uses located at intersections of arterial roadways or arterials with collector status. The intention is to promote safe and efficient use of transportation facilities. The MU, Mixed-Use district is intended to allow for office, retail, commercial and residential uses to be combined in a single development. The MF-3, Multifamily Residence (Medium Density) district is intended for multifamily developments with a maximum density of up to 36 units per acres located near supporting transportation and commercial facilities.

This property is accessible from IH-35, FM 1626, Old San Antonio as proposed for upgrade and the proposed Onion Creek Parkway extension. These roadways are situated to provide for connectivity to a variety of existing and proposed uses.

2. Zoning changes should promote compatibility with adjacent and nearby uses.

Staff recommends CS-MU-CO district zoning for Tract 1 and MF-3 district zoning for Tract 2 based upon the following: 1) its frontage on the southbound IH-35 frontage road, a highway, F.M. 1626, a major arterial, Old San Antonio Road as improved to a 4-lane divided roadway and existing CS zoning to the north along the IH-35 corridor and to the west with Phase I (C14-03-0053); 2) traffic improvements outlined in the Traffic Impact Analysis including right-of-way; 3) existing MF-2-CO zoning and apartments to the north; 4) the MU zoning will promote compatibility with existing residential uses in the area; and 5) the conditional overlay for Tract 1 will prohibit more intensive CS uses, consistent with that applied to other CS-CO zoned properties in the general vicinity.

EXISTING CONDITIONS

Site Characteristics

The site consists of a vacant light manufacturing facility and undeveloped land. There appear to be no significant topographical constraints on the site.

Impervious Cover

The maximum impervious cover allowed by the CS-MU zoning district would be 80% and the MF-2 zoning district would be 60%, both of which are based on the more restrictive watershed regulations as shown in the table below.

Environmental

The site is not located over the Edward's Aquifer Recharge Zone. The site is in the Onion Creek Watershed of the Colorado River Basin, which is classified as a Suburban Watershed by Chapter 25-8 of the City's Land Development Code. Under current watershed regulations, development or redevelopment on this site will be subject to the following impervious cover limits:

<i>Development Classification</i>	<i>% of Net Site Area</i>	<i>% with Transfers</i>
Single-Family (minimum lot size 5750 sq. ft.)	50%	60%
Other Single-Family or Duplex	55%	60%
Multifamily	60%	70%
Commercial	80%	90%

In the Water Quality Transition Zones, impervious cover is limited to 30%.

According to flood plain maps, there is flood plain in, or within close proximity of, the project location. Based upon the close proximity of flood plain, offsite drainage should be calculated to determine whether transition zone exists within the project location. If transition zone is found to exist within the project area, allowable impervious cover within said zone shall be limited to 30%.

Standard landscaping and tree protection will be required in accordance with LDC 25-2 and 25-8 for all development and/or redevelopment.

At this time, site specific information is unavailable regarding existing trees and other vegetation, areas of steep slope, or other environmental features such as bluffs, springs, canyon rimrock, caves, sinkholes, and wetlands.

Under current watershed regulations, development or redevelopment on this site will be subject to the following water quality control requirements:

Structural controls: Sedimentation and filtration basins with increased capture volume and 2 year detention.

Transportation

The Texas Department of Transportation has identified a need for 140 feet of right-of-way for FM 1626. If the requested zoning is granted for this site, then 70 feet of right-of-way from the existing centerline should be dedicated for FM 1626 according to the Transportation Plan. [LDC, Sec. 25-6-51 and 25-6-55]. This requirement will be addressed with the final subdivision plat.

If the requested zoning is recommended for this site, 120 feet of right-of-way should be dedicated for Old San Antonio Rd., in order to accommodate traffic anticipated to be generated by this site. [LDC, 25-6-55; TCM, Tables 1-7, 1-12]. This requirement will be addressed with the final subdivision plat.

A traffic impact analysis is required and has been received. Additional right-of-way, participation in roadway improvements, or limitations on development intensity may be recommended based on review of the TIA. [LDC, Sec. 25-6-142]. Comments are provided in Attachment A.

TPSD Right-of-Way

The scope of this review is limited to the identification of needs for dedication and/or reservation of right-of-way for funded Capital Improvement Program (C.I.P.) Roadway Construction Projects and Transportation Systems Management (T.S.M.) Projects planned for implementation by the City of Austin. No aspect of the proposed project is being considered or approved with this review other than the need for right-of-way for City projects. There are separate right-of-way dedication and reservation requirements enforced by other Departments and other jurisdictions to secure right-of-way for roadway improvements contained in the Austin Metropolitan Area Roadway Plan, roadway projects funded by County and State agencies, and for dedication in accordance with the functional classification of the roadway.

We have reviewed the proposed zoning case and anticipate no additional requirement for right-of-way dedication or reservation for funded C.I.P. or T.S.M. projects at this location.

Water and Wastewater

The landowner intends to serve the site with City water and wastewater utilities. Water and wastewater utility improvements and offsite main extension are required. The landowner will be responsible for all costs and providing.

The water and wastewater utility system serving this subdivision must be in accordance with the City's utility design criteria. The utility plan must be reviewed and approved by the Austin Water Utility. The construction must be inspected by the City.

Compatibility Standards

The site is not subject to compatibility standards.

Creating the Difference

D&A Doucet & Associates, Inc.

Civil Engineering
 Consulting
 Conceptual Design
 Planning
 Permitting
 Public Works
 Infrastructure
 Planning
 Construction
 Management

April 6, 2004

Wendy Walsh, Case Manager
 Watershed Protection and Development Review Department
 City of Austin
 505 Barton Springs Rd.
 Austin, TX 78704

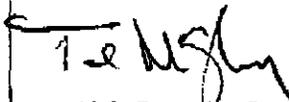
Re: Postponement Request for Zoning Case No. C14-04-0020
 Double Creek Village

Dear Ms. Walsh,

This is a formal postponement request for the above referenced zoning case, scheduled for Zoning and Platting Commission tonight (April 6, 2004.) I represent an adjacent property owner who will be impacted by the proposed zoning, especially by the proposed roadway improvements to Old San Antonio Road and the Onion Creek Parkway extension. We have met with agents of the owner of this zoning case to request roadway alignments that will not negatively impact our clients' property. To date, we have not received a response from the owner or his agents that our requests will be considered in the alignment of the relevant roadways. Therefore, we are requesting a two-week postponement by the Zoning and Platting Commission on Zoning Case No. C14-04-0020 so our concerns may be addressed. We are hopeful that the owners and agents of this case will work with us on our reasonable concerns, and we can resolve this situation quickly.

I will be attending the April 6, 2004 meeting of the Zoning and Platting Commission to present our concerns before the commission. You may reach me at 512-583-2600. Thank you for your consideration of our request.

Sincerely,



Ted McConaghy, Project Planner
 Doucet & Associates, Inc.
 7401-B Hwy. 71 W., Ste. 160
 Austin, TX 78735

Austin
 7401B Highway 71 West
 Suite 160
 Austin, TX 78735
 (512) 583-2600
 FAX (512) 583-2601

www.doucetandassociates.com
 info@doucetandassociates.com

Austin, TX • Roseville, CA • Easthampton, MA • Dallas, TX

ONION CREEK
HOMEOWNERS ASSOCIATION
10816 Crown Colony, Suite 205
Austin, Texas 78747
(512) 280-8110

April 6, 2004

Michele Rogerson Allen
Senior Development Planner
Drenner Stuart Wolff Metcalfe von Kreisler
301 Congress, Suite 1200
Austin, Texas 78701

Re: Zoning requests C14-04-0018, 19 and 20

Dear Ms Allen,

Thank you for conveying our additional requests to your client and to them for adding appropriate ones to the list of proposed prohibited uses. We also look forward to working with you on appropriate restrictions on some of the authorized uses.

Please consider this correspondence as a letter of support from the Onion Creek Homeowners Association for the referenced zoning requests.

It's been a pleasure working with you, and we look forward to working with you and the Double Creek Village development in the future.

Sincerely,



John McNabb
President

CC:
Ms Wendy Walsh
Neighborhood Planning and Zoning Department
City of Austin

April 21, 2004

Ms. Wendy Walsh, Case Manager
City of Austin
Watershed Protection and Development Review
505 Barton Springs Rd.
Austin, Texas 78767

Re: Double Creek Village, Phase II and Tract 2
(Approximately 155 acres, Multi-use Commercial and Residential Development)
Case #'s C14-04-0018; C14-04-0019 and C14-04-0020
Traffic Impact Analysis (TIA)
Knolls of Slaughter Creek Neighborhood Support

Ms. Walsh:

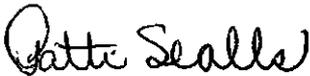
We are writing on behalf of the Advisory Committee regarding the approximately 155 acre multi-use commercial and residential development being proposed for zoning at the northwest area at FM1626 and the southbound frontage of IH-35 called Double Creek Village, Phase II and Tract 2.

After meeting with Walters Southwest regarding the proposed development we the members of the Knolls of Slaughter Creek Advisory Committee are in support of the proposed development provided all of the following improvement items recommended in the TIA occur concurrently with the development of the 69-acre Double Creek Village, Phase I improvements and in place by the time of the approximately 155-acre Double Creek Village, Phase II and Tract 2 improvements. The TIA recommends improvements along FM 1626 and at intersections along FM 1626, namely Old San Antonio Road, South First Street and Wayne Riddell.

We reiterate, we support the development only if, all of the TIA recommendations are constructed and/or installed concurrently with the development of the 69-acre Double Creek Village, Phase I improvements and in place by the time of the approximately 155-acre Double Creek Village, Phase II and Tract 2 improvements.

If you have questions regarding this letter please contact Mr. Steven B. Sylliaasen, P.E. at 708-9322.

Thank you for your assistance in accommodating our Advisory Committee,



Patti Sealls
President,
Knolls of Slaughter Creek
Advisory Committee



Steve Sylliaasen, P.E.
Vice President,
Knolls of Slaughter Creek
Advisory Committee



Leigh Ann Shannon
Secretary
Knolls of Slaughter Creek
Advisory Committee

ORDINANCE NO. _____

AN ORDINANCE ESTABLISHING INITIAL PERMANENT ZONING FOR THE PROPERTY LOCATED AT 11200-11300 SOUTH IH-35 SERVICE ROAD SOUTHBOUND AND CHANGING THE ZONING MAP FROM INTERIM RURAL RESIDENCE (I-RR) DISTRICT TO GENERAL COMMERCIAL SERVICES-MIXED USE-CONDITIONAL OVERLAY (CS-MU-CO) COMBINING DISTRICT FOR TRACT ONE AND MULTIFAMILY RESIDENCE LOW DENSITY (MF-2) DISTRICT FOR TRACT TWO.

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF AUSTIN:

PART 1. The zoning map established by Section 25-2-191 of the City Code is amended to change the base districts on the property described in Zoning Case No.C14-04-0020, on file at the Neighborhood Planning and Zoning Department, as follows:

Tract One: From interim rural residence (I-RR) district to general commercial services-mixed use-conditional overlay (CS-MU-CO) combining district.

A 62.897 acre tract of land, more or less, out of the Santiago Del Valle Grant, in Travis County, the tract of land being more particularly described by metes and bounds in Exhibit "A" incorporated into this ordinance, and

Tract Two: From interim rural residence (I-RR) district to multifamily residence low density (MF-2) district.

A 61.276 acre tract of land, more or less, out of the Santiago Del Valle Grant, in Travis County, the tract of land being more particularly described by metes and bounds in Exhibit "B" incorporated into this ordinance, (the "Property")

locally known as 11200-11300 South IH-35 Service Road Southbound, in the City of Austin, Travis County, Texas, and generally identified in the map attached as Exhibit "C".

PART 2. The Property identified as Tract One within the boundaries of the conditional overlay combining district established by this ordinance is subject to the following conditions:

1 The following uses are prohibited uses of Tract One:
2

3 Automotive rentals	Automotive sales
4 Agricultural sales and services	Art and craft studio (general)
5 Drop-off recycling collection facility	Pawn shop services
6 Campground	Indoor entertainment
7 Equipment sales	Equipment repair services
8 Laundry services	Kennels
9 Bail bond services	Exterminating services
10 Outdoor entertainment	Maintenance and service facilities
11 Residential treatment	Vehicle storage
12 Adult oriented businesses	Commercial blood plasma center
13 Monument retail sales	Transportation terminal
14 Transitional housing	Convenience storage
15 Commercial off-street parking	Urban farm

16
17 Except as specifically restricted under this ordinance, the Property may be developed and
18 used in accordance with the regulations established for the respective base districts and
19 other applicable requirements of the City Code.
20

21 **PART 3.** This ordinance takes effect on _____, 2004.
22

23
24 **PASSED AND APPROVED**

25
26 §
27 §
28 _____, 2004 § _____
29

Will Wynn
Mayor

30
31
32
33 **APPROVED:** _____ **ATTEST:** _____
34 David Allan Smith Shirley A. Brown
35 City Attorney City Clerk

TRACT 1

CS-MU

C14-04-0020

EXHIBIT A

FIELD NOTES TO ACCOMPANY MAP OF SURVEY
62.897 ACRES OF LAND
SANTIAGO DEL VALLE GRANT
TRAVIS COUNTY, TEXAS

FIELD NOTES DESCRIPTION OF 62.897 ACRES OF LAND OUT OF THE SANTIAGO DEL VALLE GRANT, TRAVIS COUNTY, TEXAS, BEING A PORTION OF THAT CERTAIN 67.678 ACRE TRACT CONVEYED TO HAVILAND LAKE PARTNERS, LP BY DEED OF RECORD IN DOCUMENT NUMBER 2003211417 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS. THE SAID 62.897 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. on the west right-of-way line of Interstate Highway Number 35, the same being the west line of that certain 2.806 acre tract conveyed to the State of Texas by deed recorded in Volume 1634, Page 129 of the Deed Records of Travis County, Texas, at the southeast corner of the said 67.678 acre Haviland Lake Partners, LP tract, the same being the northeast corner of that certain 56.495 acre tract conveyed to Old San Antonio Road, LP by deed of record in Document Number 2003211419 of the Official Public Records of Travis County, Texas;

THENCE, N 17°32'21" E, a distance of 199.74 feet, along the west right-of-way line of Interstate Highway Number 35 and the said 2.806 acre State of Texas tract, to a point for the **PLACE OF BEGINNING** of the herein described tract;

THENCE, traversing the interior of the said 67.678 acre tract, the following five (5) courses and distances:

- 1) N 72°30'02" W, 333.22 feet to a point;
- 2) Along a curve to the left, having a central angle of 04°58'46", a radius of 1500.00 feet, an arc of 130.36 feet and a chord bearing and distance of N 74°59'25" W, 130.32 feet to a point;
- 3) N 77°28'49" W, 536.61 feet to a point;
- 4) Along a curve to the right, having a central angle of 08°56'23", a radius of 1500.00 feet, an arc of 234.04 feet and a chord bearing and distance of N 73°00'37" W, 233.81 feet to a point;
- 5) N 68°32'25" W, a distance of 722.47 feet to a point on the west line of the said 67.678 acre tract and east line of Old San Antonio Road, from which a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. at the southwest corner of the said 67.678 acre tract bears S 25°51'43" W, 60.19 feet;

THENCE, along and with the west line of the said 67.678 acre tract and east line of Old San Antonio Road, the following five (5) courses and distances:

- 1) N 25°51'43" E, 54.70 feet to a ½ inch diameter steel pin set with cap stamped Lenz & Assoc.;
- 2) N 11°06'43" E, 195.29 feet to a ½ inch diameter steel pin set with cap stamped Lenz & Assoc.;

- 3) N 25°36'43" E, 253.80 feet to a ½ inch diameter steel pin found with aluminum cap;
- 4) N 27°26'35" E, 967.06 feet to a concrete right-of-way monument found;
- 5) N 70°23'54" E, 147.85 feet to a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. at the intersection with the curving south right-of-way line of F.M. Highway No. 1626, from which a concrete right-of-way monument found bears N 04°36'20" W, 4.27 feet and a ½ inch diameter steel pin found with aluminum cap bears S 24°05'00" W, 0.54 feet and a concrete right-of-way monument found at the west end of said curve bears a chord bearing and distance of N 70°34'01" W, 303.15 feet:

THENCE, along the south right-of-way of F.M. Highway No. 1626 and north line of the said 67.678 acre tract, with a curve to the right, having a central angle of 03°27'12", a radius of 1869.86 feet, an arc of 112.70 feet and a chord bearing and distance of S 64°11'26" E, 112.68 feet to a ½ inch diameter iron pipe found at the east end of the said curve;

THENCE, S 62°20'42" E, continuing along the south right-of-way line of F.M. Highway No. 1626 and north line of the said 67.678 acre tract, passing an iron pipe found at a distance of 1263.81 feet and continuing a total distance of 1564.06 feet to a concrete right-of-way monument found for angle point;

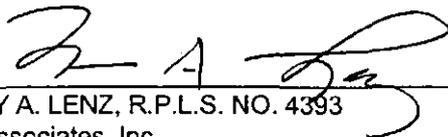
THENCE, S 22°36'58" E, a distance of 70.86 feet, continuing along the south right-of-way line of F.M. Highway No. 1626, the same being the north line of the said 67.678 acre tract to a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. at the intersection with the curving west right-of-way line of Interstate Highway No. 35, from which a concrete right-of-way monument found 0.93 feet east of the actual right-of-way line bears S 22°36'58" E, 1.44 feet;

THENCE, along and with the west right-of-way line of Interstate Highway No. 35, the same being the west line of the said 2.806 acre tract conveyed to the State of Texas in Volume 1634, Page 129 and east line of the said 67.678 acre tract, the following four (4) courses and distances:

- 1) With a curve to the right, having a central angle of 0°02'37", a radius of 11309.30 feet, an arc of 8.59 feet and a chord bearing and distance of S 17°35'49" W, 8.59 feet to a 5/8 inch diameter steel pin found, from which a concrete right-of-way monument found 0.83 feet east of the actual right-of-way line bears S 37°24'02" E, 1.01 feet;
- 2) S 17°33'47" W, passing a 5/8 inch diameter steel pin found at 431.94 feet and continuing a total distance of 832.00 feet to a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. for angle point, from which a concrete right-of-way monument found bears S 18°15'03" E, 0.58 feet;

- 3) S 31°35'57" W, 205.62 feet to a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. for angle point, from which a concrete right-of-way monument found 0.91 feet east of the of the actual right-of-way line bears S 64°34'52" E, 0.92 feet and another concrete right-of-way monument found 0.91 feet east of the actual right-of-way line bears S 64°34'52" E, 0.92 feet and S 17°32'21" W, 4500.37 feet;
- 4) THENCE, S 17°32'21" W, 150.46 feet to the **PLACE OF BEGINNING**, containing 62.897 acres of land, more or less.

I HEREBY CERTIFY THAT THIS DESCRIPTION WAS PREPARED FROM AN ACTUAL SURVEY PERFORMED ON THE GROUND UNDER MY SUPERVISION.

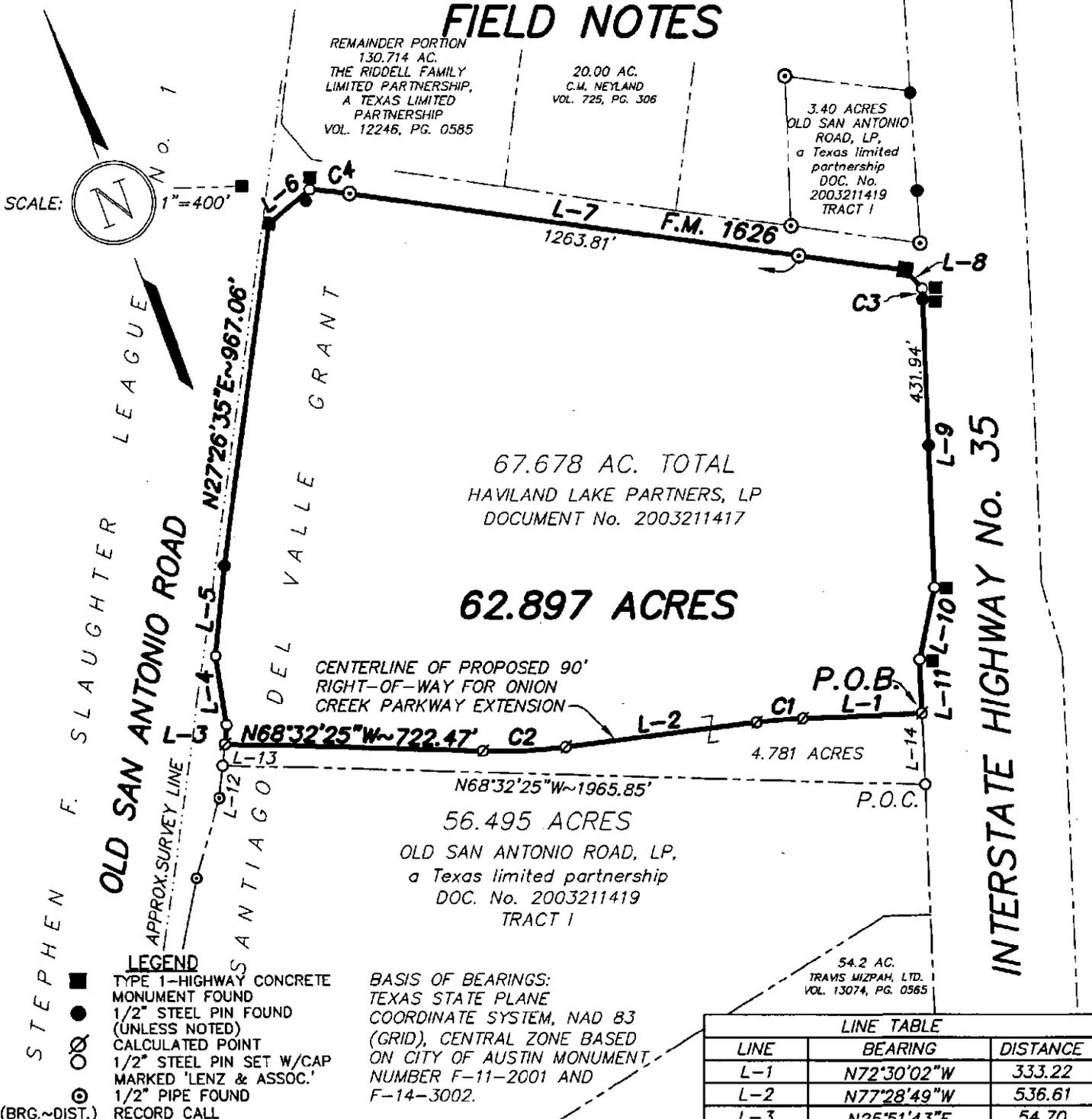
 11-20-03

TIMOTHY A. LENZ, R.P.L.S. NO. 4393
Lenz & Associates, Inc.
1714 Fort View Road, Suite 101
Austin, Texas 78704
(512) 443-1174

2002-1078(62.897AcZoning).doc



MAP TO ACCOMPANY FIELD NOTES



- LEGEND**
- TYPE 1-HIGHWAY CONCRETE MONUMENT FOUND
 - 1/2" STEEL PIN FOUND (UNLESS NOTED)
 - CALCULATED POINT
 - 1/2" STEEL PIN SET W/CAP MARKED 'LENZ & ASSOC.'
 - ⊙ 1/2" PIPE FOUND
 - ⊙ (BRG.~DIST.) RECORD CALL

BASIS OF BEARINGS:
TEXAS STATE PLANE
COORDINATE SYSTEM, NAD 83
(GRID), CENTRAL ZONE BASED
ON CITY OF AUSTIN MONUMENT
NUMBER F-11-2001 AND
F-14-3002.

CURVE	DELTA	RADIUS	TANGENT	ARC	CHORD	BEARING
C1	4°58'46"	1500.00	65.22	130.36	130.32	N74°59'25"W
C2	8°56'23"	1500.00	117.26	234.04	233.81	N73°00'37"W
C3	0°02'37"	11309.30	4.30	8.59	8.59	S17°35'49"W
C4	3°27'12"	1869.86	56.37	112.70	112.68	S64°11'26"E

LINE	BEARING	DISTANCE
L-1	N72°30'02"W	333.22
L-2	N77°28'49"W	536.61
L-3	N25°51'43"E	54.70
L-4	N11°06'43"E	195.29
L-5	N25°36'43"E	253.80
L-6	N70°23'54"E	147.85
L-7	S62°20'42"E	1564.06
L-8	S22°36'58"E	70.86
L-9	S17°33'47"W	832.00
L-10	S31°35'57"W	205.62
L-11	S17°32'21"W	150.46
L-12	S25°51'43"W	91.20
L-13	S25°51'43"W	60.19
L-14	N17°32'21"E	199.74

PREPARED BY:
LENZ & ASSOCIATES, INC.
1714 FORT VIEW ROAD, SUITE 101
AUSTIN, TEXAS 78704

014-04-0020

"TRACT 2"
MF-2

EXHIBIT B

FIELD NOTES TO ACCOMPANY MAP OF SURVEY
61.276 ACRES OF LAND
SANTIAGO DEL VALLE GRANT
TRAVIS COUNTY, TEXAS

FIELD NOTES DESCRIPTION OF 61.276 ACRES OF LAND OUT OF THE SANTIAGO DEL VALLE GRANT, TRAVIS COUNTY, TEXAS, BEING ALL OF THAT CERTAIN 56.495 ACRE TRACT CONVEYED TO OLD SAN ANTONIO ROAD, LP BY DEED OF RECORD IN DOCUMENT NUMBER 2003211419 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS AND A 4.781 ACRE PORTION OF THAT CERTAIN 62.897 ACRE TRACT CONVEYED TO HAVILAND LAKE PARTNERS, LP OF RECORD IN DOCUMENT NUMBER 2003211417 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS. THE SAID 61.276 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. on the west right-of-way line of Interstate Highway Number 35, the same being the west line of that certain 2.806 acre tract conveyed to the State of Texas by deed recorded in Volume 1634, Page 129 of the Deed Records of Travis County, Texas, at the northeast corner of the said 56.495 acre Old San Antonio Road, LP tract, the same being the southeast corner of the said 67.678 acre Haviland Lake Partners, LP tract;

THENCE, S 17°32'21" W, along the west line of the said 2.806 acre tract and west right-of-way line of Interstate Highway Number 35, passing a 5/8 inch diameter steel pin found at 50.07 feet, passing a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. at a distance of 260.79 feet and continuing a total distance of 368.19 feet to a point in the centerline of Onion Creek at the southwest corner of the said 2.806 acre tract and southeast corner of the said 56.495 acre tract;

THENCE, along the south line(s) of the said 56.495 acre tract, with the general location of the centerline of Onion Creek, the following eight (8) courses and distances:

- 1) N 71°05'38" W, 130.49 feet to a point;
- 2) S 77°33'59" W, passing a concrete dam at 664.70 feet and continuing a total distance of 779.92 feet to a point;
- 3) S 73°40'43" W, 730.89 feet to a point;
- 4) S 67°02'43" W, 316.58 feet to a point;
- 5) S 60°47'43" W, 308.24 feet to a point;
- 6) S 45°27'43" W, 263.81 feet to a point;
- 7) S 49°47'43" W, 363.78 feet to a point;

61.276 Acres

Page 2 of 3

- 8) S 66°45'43" W, 116.33 feet to a point at the southerly most or southwest corner of the said 56.495 acre tract, the same being the southeast corner of Lot 1, Golden Lake Estates, a subdivision of record in Book 71, Page 01 of the Plat Records of Travis County, Texas;

THENCE, N 05°26'52" E, along the west line of the said 56.495 acre tract, the same being the east line of the said Lot 1, Golden Lake Estates, passing a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. at 48.28 feet and continuing a total distance of 543.45 feet to a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. at the southerly most corner of that certain 0.14 acre Save and Except portion of a 10.62 acre tract described in a Deed of Trust recorded in Volume 7828, Page 665, from which a ½ inch diameter iron pipe found at the northwest corner of the said 10.62 acre tract and 0.14 acre Save and Except portion bears N 05°26'52" E, 170.02 feet;

THENCE, N 27°48'29" E, along the west line of the said 56.495 acre tract, a distance of 192.76 feet, crossing the said 10.62 acres to a ½ inch diameter iron pipe found at the northeast corner of the said 0.14 acre Save and Except portion of the 10.62 acre tract, the same being the southerly most corner of that certain 0.04 acre Save and Except tract as described in Volume 7828, Page 665;

THENCE, N 27°48'29" E, a distance of 265.07 feet, along the west line of the said 56.495 acre tract and east line of the said 0.04 acre Save and Except tract to a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. on the east line of Old San Antonio Road, at the northerly most corner of the said 0.04 acre Save and Except tract, from which a ½ inch diameter iron pipe found bears S 32°31'33" W, 121.66 feet;

THENCE, along and with the east line of Old San Antonio Road, the same being the west line(s) of the said 56.495 acre tract and 62.897 acre tract, the following four (4) courses and distance:

- 1) N 32°31'33" E, 165.07 feet to a ½ inch diameter iron pipe found;
- 2) N 30°57'34" E, 913.72 feet to a ½ inch diameter iron pipe found;
- 3) N 35°51'31" E, 234.67 feet to a ½ inch diameter iron pipe found;
- 4) N 25°51'43" E, passing a ½ inch diameter steel pin set with cap stamped Lenz & Assoc, at the northwest corner of the said 56.495 acre tract and southwest corner of the said 67.678 acre Haviland Lake Partners, LP tract at 91.20 feet and continuing a **total distance of 151.39 feet** to a point, from which a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. bears N 25°51'43" E, 54.70 feet;

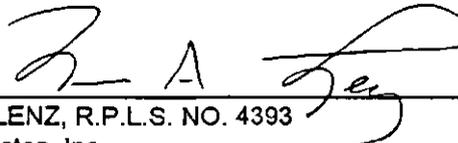
61.276 Acres
Page 3 of 3

THENCE, traversing the interior of the said 67.678 acre tract, the following five (5) courses and distances:

- 1) S 68°32'25" E, 722.47 feet to a point;
- 2) Along a curve to the left, having a central angle of 8°56'23", a radius of 1500.00 feet, an arc of 234.04 feet and a chord bearing and distance of S 73°00'37" E, 233.81 feet to a point;
- 3) S 77°28'49" E, 536.61 feet to a point;
- 4) Along a curve to the right, having a central angle of 04°58'46", a radius of 1500.00 feet, an arc of 130.36 feet and a chord bearing and distance of S 74°59'25" E, 130.32 feet to a point;
- 5) S 72°30'02" E, 333.22 feet to a point on the east line of the said 67.678 acre tract and west right-of-way line of Interstate Highway Number 35 and the said 2.806 acre tract;

THENCE, S 17°32'21" W, a distance of 199.74 feet to the **PLACE OF BEGINNING**, containing 61.276 acres of land, more or less.

I HEREBY CERTIFY THAT THIS DESCRIPTION WAS PREPARED FROM AN ACTUAL SURVEY PERFORMED ON THE GROUND UNDER MY SUPERVISION.

 3-16-04

TIMOTHY A. LENZ, R.P.L.S. NO. 4393
Lenz & Associates, Inc.
1714 Fort View Road, Suite 101
Austin, Texas 78704
(512) 443-1174

2002-1078(61.276AcZoning).doc



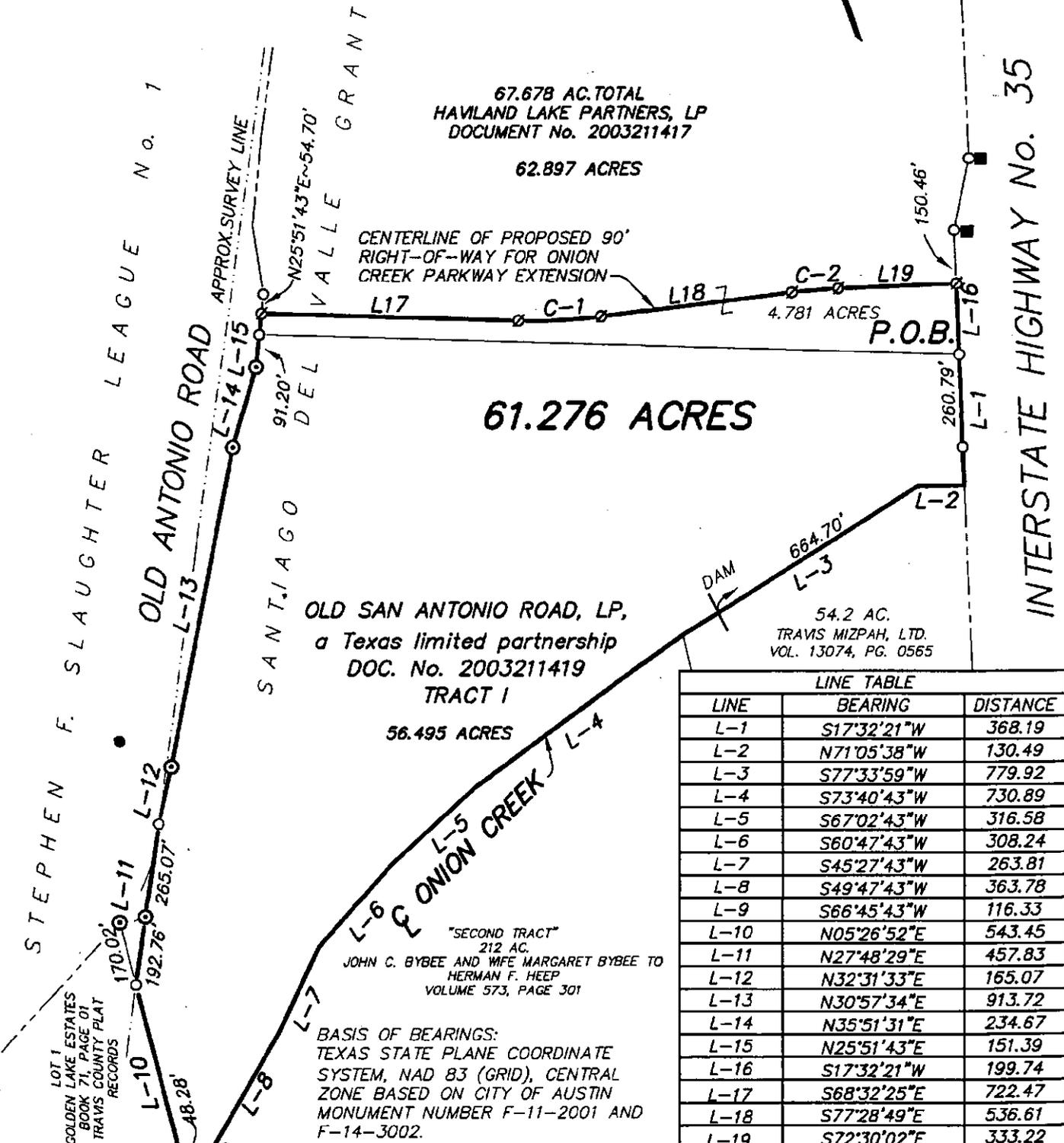
LEGEND

- TYPE 1-HIGHWAY CONCRETE MONUMENT FOUND
- 1/2" STEEL PIN FOUND (UNLESS NOTED)
- CALCULATED POINT
- 1/2" STEEL PIN SET W/CAP MARKED 'LENZ & ASSOC.'
- 1/2" PIPE FOUND
- (BRG.~DIST.) RECORD CALL

MAP TO ACCOMPANY FIELD NOTES

F.M. 1626

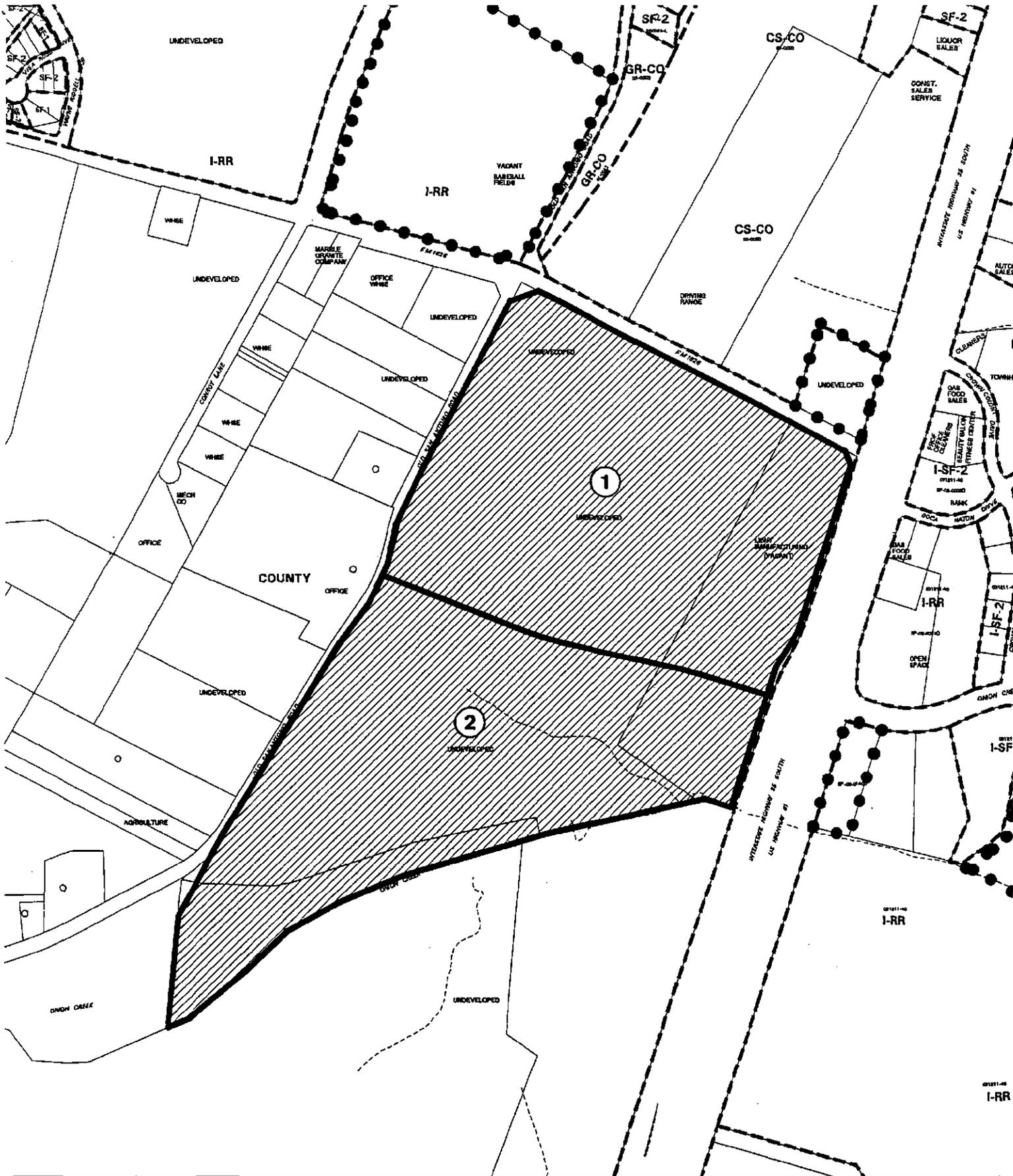
SCALE:  1"=400'



LINE TABLE		
LINE	BEARING	DISTANCE
L-1	S17°32'21"W	368.19
L-2	N71°05'38"W	130.49
L-3	S77°33'59"W	779.92
L-4	S73°40'43"W	730.89
L-5	S67°02'43"W	316.58
L-6	S60°47'43"W	308.24
L-7	S45°27'43"W	263.81
L-8	S49°47'43"W	363.78
L-9	S66°45'43"W	116.33
L-10	N05°26'52"E	543.45
L-11	N27°48'29"E	457.83
L-12	N32°31'33"E	165.07
L-13	N30°57'34"E	913.72
L-14	N35°51'31"E	234.67
L-15	N25°51'43"E	151.39
L-16	S17°32'21"W	199.74
L-17	S68°32'25"E	722.47
L-18	S77°28'49"E	536.61
L-19	S72°30'02"E	333.22

CURVE TABLE						
CURVE	DELTA	RADIUS	TANGENT	ARC	CHORD	BEARING
C1	8°56'23"	1500.00	117.26	234.04	233.81	S73°00'37"E
C2	4°58'46"	1500.00	65.22	130.36	130.32	S74°59'25"E

PREPARED BY:
LENZ & ASSOCIATES, INC.
 1714 FORT VIEW ROAD, SUITE 101
 AUSTIN, TEXAS 78704



 1" = 600'	SUBJECT TRACT 	ZONING EXHIBIT C	CITY GRID REFERENCE NUMBER F11	
	PENDING CASE 			CASE #: C14-04-0020
	ZONING BOUNDARY 			ADDRESS: 11200-11300 S I 35 SVR
	CASE MGR: W. WALSH			DATE: 04-04
	SUBJECT AREA (acres): 124.173	INTLS: SM		

RESTRICTIVE COVENANT

OWNER: Old San Antonio Road, L.P. a Texas limited partnership,
by Lukers, Inc., a Texas corporation, its general partner

ADDRESS: 1100 Nueces, Austin, TX 78701

OWNER: Haviland Lake Partners, L.P., a Texas limited partnership,
by CETARA, LLC, a Texas limited liability company, its general partner

ADDRESS: 910 Heritage Center, Suite A, Round Rock, TX 78664

CONSIDERATION: Ten and No/100 Dollars (\$10.00) and other good and valuable
consideration paid by the City of Austin to the Owner, the receipt and
sufficiency of which is acknowledged.

PROPERTY: Tract One: A 3.40 acre tract of land, more or less, out of the Santiago del
Valle Grant, in Travis County, the tract of land being more particularly
described by metes and bounds in Exhibit "A" incorporated into this
covenant, and

Tract Two: A 62.897 acre tract of land, more or less, out of the Santiago
del Valle Grant, in Travis County, the tract of land being more particularly
described by metes and bounds in Exhibit "B" incorporated into this
covenant, and

Tract Three: A 4.781 acre tract of land, more or less, out of the Santiago
del Valle Grant, in Travis County, the tract of land being more particularly
described by metes and bounds in Exhibit "C" incorporated into this
covenant, and

Tract Four: A 56.495 acre tract of land, more or less, out of the Santiago
del Valle Grant, in Travis County, the tract of land being more particularly
described by metes and bounds in Exhibit "D" incorporated into this
covenant.

WHEREAS, the Owners of the Property and the City of Austin have agreed that the
Property should be impressed with certain covenants and restrictions;

NOW, THEREFORE, it is declared that the Owners of the Property, for the
consideration, shall hold, sell and convey the Property, subject to the following covenants and
restrictions impressed upon the Property by this restrictive covenant. These covenants and
restrictions shall run with the land, and shall be binding on the Owner of the Property, its heirs,
successors, and assigns.

1. A site plan or building permit for the Property may not be approved, released, or issued, if
the completed development or uses of the Property, considered cumulatively with all
existing or previously authorized development and uses, generate traffic that exceeds the
total traffic generation for the Property as specified in that certain Traffic Impact Analysis
("TIA") prepared by Wilber Smith Associates, dated February 2004, or as amended and
approved by the Director of the Watershed Protection and Development Review

1795
46

Department. All development on the Property is subject to the recommendations contained in the memorandum from the Transportation Review Section of the Watershed Protection and Development Review Department, dated March 31, 2004. The TIA shall be kept on file at the Watershed Protection and Development Review Department.

2. If any person or entity shall violate or attempt to violate this agreement and covenant, it shall be lawful for the City of Austin to prosecute proceedings at law or in equity against such person or entity violating or attempting to violate such agreement or covenant, to prevent the person or entity from such actions, and to collect damages for such actions.
3. If any part of this agreement or covenant is declared invalid, by judgment or court order, the same shall in no way affect any of the other provisions of this agreement, and such remaining portion of this agreement shall remain in full effect.
4. If at any time the City of Austin fails to enforce this agreement, whether or not any violations of it are known, such failure shall not constitute a waiver or estoppel of the right to enforce it.
5. This agreement may be modified, amended, or terminated only by joint action of both (a) a majority of the members of the City Council of the City of Austin, and (b) by the owner(s) of the Property subject to the modification, amendment or termination at the time of such modification, amendment or termination.

EXECUTED this the _____ day of _____, 2004.

OWNERS:

**Old San Antonio Road, L. P.,
a Texas limited partnership**

By: Lukers, Inc.,
a Texas corporation,
its general partner

By: _____
William S. Walters, III,
President

**Haviland Lake Partners, L.P.,
a Texas limited partnership**

By: CETARA, LLC,
a Texas limited liability company,
its general partner

By: _____
Jeffrey N. Drinkard, President

APPROVED AS TO FORM:

Assistant City Attorney
City of Austin

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the ___ day of _____, 2004 by William S. Walters, III, President of Lukers, Inc., a Texas corporation, and the corporation acknowledged this instrument as General Partner on behalf of Old San Antonio Road, L.P., a Texas limited partnership.

Notary Public, State of Texas

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the ___ day of _____, 2004 by Jeffrey N. Drinkard, President of CETARA, LLC, a Texas limited liability company, and the company acknowledged this instrument as General Partner on behalf of Haviland Lake Partners, L.P., a Texas limited partnership.

Notary Public, State of Texas

After Recording, Please Return to:
City of Austin
Department of Law
P. O. Box 1088
Austin, Texas 78767
Attention: Diana Minter, Legal Assistant

C14-04-0019
CS-LO

**FIELD NOTES TO ACCOMPANY MAP OF SURVEY
3.40 ACRES OF LAND
SANTIAGO DEL VALLE GRANT
TRAVIS COUNTY, TEXAS**

FIELD NOTES DESCRIPTION OF 3.40 ACRES OF LAND OUT OF THE SANTIAGO DEL VALLE GRANT, TRAVIS COUNTY, TEXAS, BEING ALL OF THAT CERTAIN 3.40 ACRE TRACT CONVEYED TO OLD SAN ANTONIO ROAD, LP BY DEED OF RECORD IN DOCUMENT NUMBER 2003211419 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS. THE SAID 3.40 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUND AS FOLLOWS:

BEGINNING, at a 1/2 inch diameter iron pipe found at the intersection of the west right-of-way line of Interstate Highway No. 35 with the north right-of-way line of F.M. Highway No. 1626 at the southeast corner of the said 3.40 acre tract;

THENCE, N 62°20'42" W, a distance of 364.54 feet along the north right-of-way line of F.M. Highway No. 1626 to a 1/2 inch diameter iron pipe found at the southwest corner of the 3.40 acre tract, the same being an exterior corner of that certain 125.714 acre tract called Tract Three in a deed to The Riddell Family Limited Partnership recorded in Volume 12246, Page 585 of the Real Property Records of Travis County, Texas;

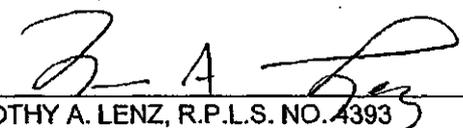
THENCE, N 17°41'22" E, a distance of 418.33 feet to a 1/2 inch diameter iron pipe found at the northwest corner of the said 3.40 acre tract, the same being an interior corner of the said Riddell Family Limited Partnership tract;

THENCE, S 62°22'21" E, a distance of 353.58 feet to a 1/2 inch diameter steel pin found with cap stamped CA INC RPLS 2988 on the west right-of-way line of Interstate Highway No. 35 at the northeast corner of the said 3.40 acre tract, the same being an exterior corner of the said Riddell Family Limited Partnership tract;

THENCE, along and with the west right-of-way line of Interstate Highway No. 35 and east line of the said 3.40 acre tract, the following two (2) courses and distances:

- 1) S 16°02'35" W, 273.55 feet to a 1/2 inch diameter steel pin found;
- 2) With a curve to the right, having a central angle of 0°44'41", a radius of 11309.30 feet, an arc of 146.99 feet and a chord bearing and distance of S 16°33'29" W, 146.99 feet to the **PLACE OF BEGINNING**, containing 3.40 acres of land, more or less.

I HEREBY CERTIFY THAT THIS DESCRIPTION WAS PREPARED FROM AN ACTUAL SURVEY PERFORMED ON THE GROUND UNDER MY SUPERVISION.

 11-20-03
TIMOTHY A. LENZ, R.P.L.S. NO. 4393

Lenz & Associates, Inc.
1714 Fort View Road, Suite 101
Austin, Texas 78704
(512) 443-1174

2002-1078(3.4AcZoning).doc

EXHIBIT A

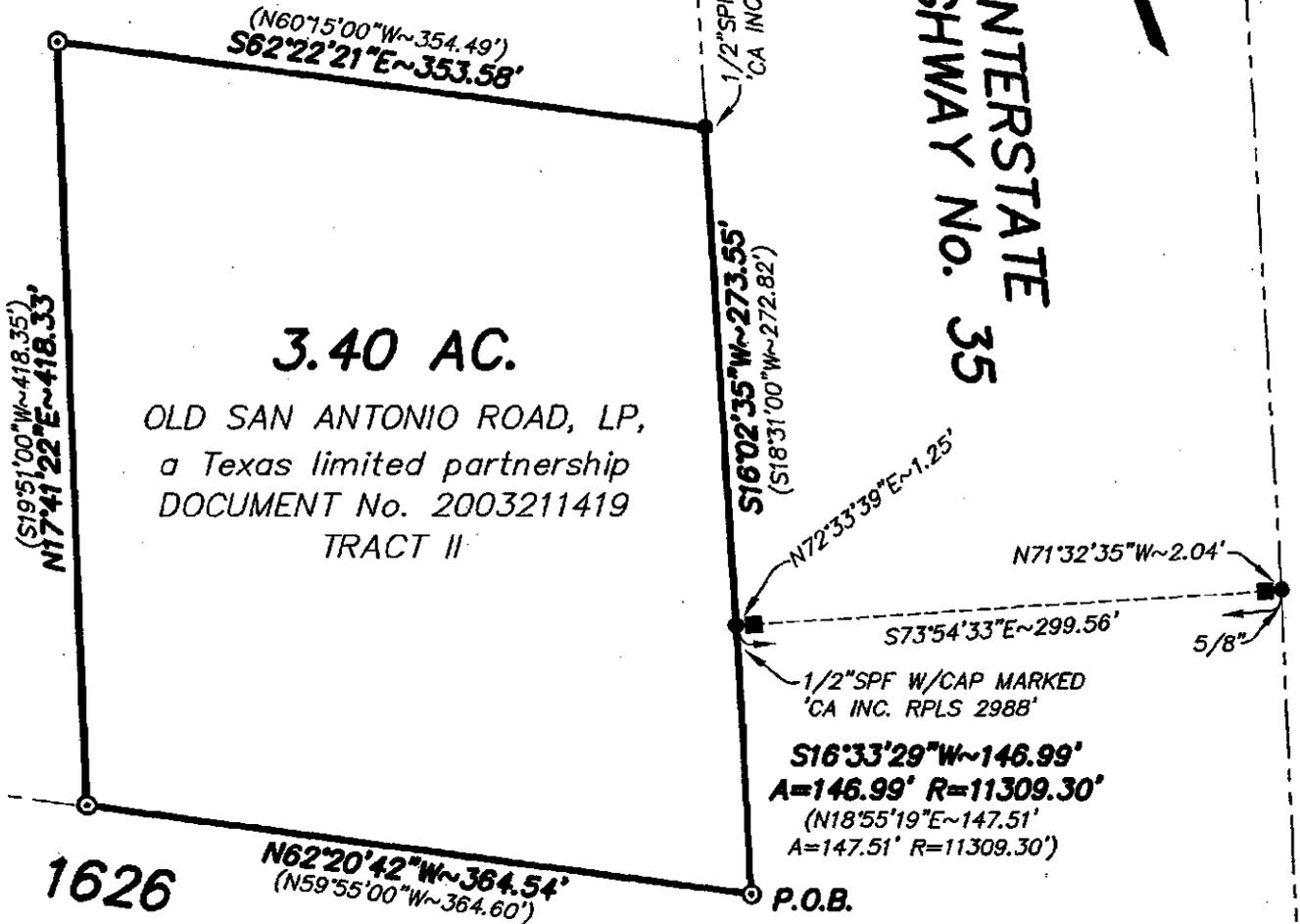


MAP TO ACCOMPANY FIELD NOTES

THE RIDDELL FAMILY LIMITED PARTNERSHIP, A
TEXAS LIMITED PARTNERSHIP
VOL. 12246, PG. 0585
TRACT THREE
(125.714 AC.)

SCALE:  1"=100'

INTERSTATE
HIGHWAY NO. 35



LEGEND

- TYPE 1-HIGHWAY CONCRETE MONUMENT FOUND
- 1/2" STEEL PIN FOUND (UNLESS NOTED)
- 1/2" STEEL PIN SET W/CAP MARKED 'LENZ & ASSOC.'
- ⊙ 1/2" PIPE FOUND
- (BRG.-DIST.) RECORD CALL

PREPARED BY:
LENZ & ASSOCIATES, INC.
1714 FORT VIEW ROAD, SUITE 101
AUSTIN, TEXAS 78704

BASIS OF BEARINGS:
TEXAS STATE PLANE COORDINATE
SYSTEM, NAD 83 (GRID), CENTRAL ZONE
BASED ON CITY OF AUSTIN MONUMENT
NUMBER F-11-2001 AND F-14-3002.

TRACT 1
CS-MU

C14-04-0020

FIELD NOTES TO ACCOMPANY MAP OF SURVEY
62.897 ACRES OF LAND
SANTIAGO DEL VALLE GRANT
TRAVIS COUNTY, TEXAS

FIELD NOTES DESCRIPTION OF 62.897 ACRES OF LAND OUT OF THE SANTIAGO DEL VALLE GRANT, TRAVIS COUNTY, TEXAS, BEING A PORTION OF THAT CERTAIN 67.678 ACRE TRACT CONVEYED TO HAVILAND LAKE PARTNERS, LP BY DEED OF RECORD IN DOCUMENT NUMBER 2003211417 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS. THE SAID 62.897 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. on the west right-of-way line of Interstate Highway Number 35, the same being the west line of that certain 2.806 acre tract conveyed to the State of Texas by deed recorded in Volume 1634, Page 129 of the Deed Records of Travis County, Texas, at the southeast corner of the said 67.678 acre Haviland Lake Partners, LP tract, the same being the northeast corner of that certain 56.495 acre tract conveyed to Old San Antonio Road, LP by deed of record in Document Number 2003211419 of the Official Public Records of Travis County, Texas;

THENCE, N 17°32'21" E, a distance of 199.74 feet, along the west right-of-way line of Interstate Highway Number 35 and the said 2.806 acre State of Texas tract, to a point for the **PLACE OF BEGINNING** of the herein described tract;

THENCE, traversing the interior of the said 67.678 acre tract, the following five (5) courses and distances:

- 1) N 72°30'02" W, 333.22 feet to a point;
- 2) Along a curve to the left, having a central angle of 04°58'46", a radius of 1500.00 feet, an arc of 130.36 feet and a chord bearing and distance of N 74°59'25" W, 130.32 feet to a point;
- 3) N 77°28'49" W, 536.61 feet to a point;
- 4) Along a curve to the right, having a central angle of 08°56'23", a radius of 1500.00 feet, an arc of 234.04 feet and a chord bearing and distance of N 73°00'37" W, 233.81 feet to a point;
- 5) N 68°32'25" W, a distance of 722.47 feet to a point on the west line of the said 67.678 acre tract and east line of Old San Antonio Road, from which a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. at the southwest corner of the said 67.678 acre tract bears S 25°51'43" W, 60.19 feet;

THENCE, along and with the west line of the said 67.678 acre tract and east line of Old San Antonio Road, the following five (5) courses and distances:

- 1) N 25°51'43" E, 54.70 feet to a ½ inch diameter steel pin set with cap stamped Lenz & Assoc.;
- 2) N 11°06'43" E, 195.29 feet to a ½ inch diameter steel pin set with cap stamped Lenz & Assoc.;

62.897 Acres

Page 2 of 3

- 3) N 25°36'43" E, 253.80 feet to a ½ inch diameter steel pin found with aluminum cap;
- 4) N 27°26'35" E, 967.06 feet to a concrete right-of-way monument found;
- 5) N 70°23'54" E, 147.85 feet to a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. at the intersection with the curving south right-of-way line of F.M. Highway No. 1626, from which a concrete right-of-way monument found bears N 04°36'20" W, 4.27 feet and a ½ inch diameter steel pin found with aluminum cap bears S 24°05'00" W, 0.54 feet and a concrete right-of-way monument found at the west end of said curve bears a chord bearing and distance of N 70°34'01" W, 303.15 feet:

THENCE, along the south right-of-way of F.M. Highway No. 1626 and north line of the said 67.678 acre tract, with a curve to the right, having a central angle of 03°27'12", a radius of 1869.86 feet, an arc of 112.70 feet and a chord bearing and distance of S 64°11'26" E, 112.68 feet to a ½ inch diameter iron pipe found at the east end of the said curve;

THENCE, S 62°20'42" E, continuing along the south right-of-way line of F.M. Highway No. 1626 and north line of the said 67.678 acre tract, passing an iron pipe found at a distance of 1263.81 feet and continuing a total distance of 1564.06 feet to a concrete right-of-way monument found for angle point;

THENCE, S 22°36'58" E, a distance of 70.86 feet, continuing along the south right-of-way line of F.M. Highway No. 1626, the same being the north line of the said 67.678 acre tract to a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. at the intersection with the curving west right-of-way line of Interstate Highway No. 35, from which a concrete right-of-way monument found 0.93 feet east of the actual right-of-way line bears S 22°36'58" E, 1.44 feet;

THENCE, along and with the west right-of-way line of Interstate Highway No. 35, the same being the west line of the said 2.806 acre tract conveyed to the State of Texas in Volume 1634, Page 129 and east line of the said 67.678 acre tract, the following four (4) courses and distances:

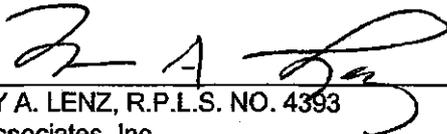
- 1) With a curve to the right, having a central angle of 0°02'37", a radius of 11309.30 feet, an arc of 8.59 feet and a chord bearing and distance of S 17°35'49" W, 8.59 feet to a 5/8 inch diameter steel pin found, from which a concrete right-of-way monument found 0.83 feet east of the actual right-of-way line bears S 37°24'02" E, 1.01 feet;
- 2) S 17°33'47" W, passing a 5/8 inch diameter steel pin found at 431.94 feet and continuing a total distance of 832.00 feet to a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. for angle point, from which a concrete right-of-way monument found bears S 18°15'03" E, 0.58 feet;

62.897 Acres

Page 3 of 3

- 3) S 31°35'57" W, 205.62 feet to a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. for angle point, from which a concrete right-of-way monument found 0.91 feet east of the of the actual right-of-way line bears S 64°34'52" E, 0.92 feet and another concrete right-of-way monument found 0.91 feet east of the actual right-of-way line bears S 64°34'52" E, 0.92 feet and S 17°32'21" W, 4500.37 feet;
- 4) THENCE, S 17°32'21" W, 150.46 feet to the **PLACE OF BEGINNING**, containing 62.897 acres of land, more or less.

I HEREBY CERTIFY THAT THIS DESCRIPTION WAS PREPARED FROM AN ACTUAL SURVEY PERFORMED ON THE GROUND UNDER MY SUPERVISION.

 11-20-03

TIMOTHY A. LENZ, R.P.L.S. NO. 4393

Lenz & Associates, Inc.
1714 Fort View Road, Suite 101
Austin, Texas 78704
(512) 443-1174

2002-1078(62.897AcZoning).doc

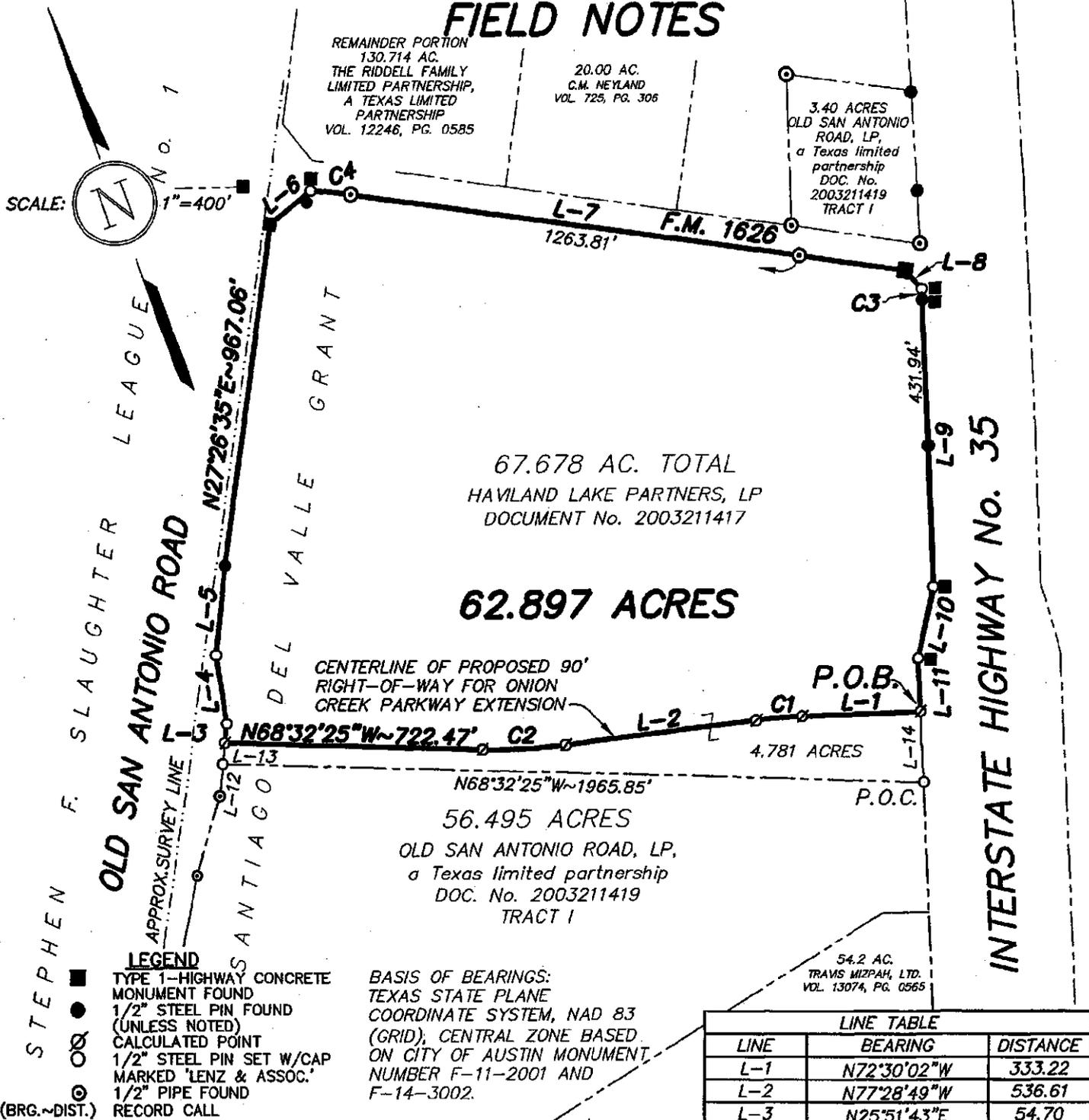


MAP TO ACCOMPANY FIELD NOTES

REMAINDER PORTION
130.714 AC.
THE RIDDELL FAMILY
LIMITED PARTNERSHIP,
A TEXAS LIMITED
PARTNERSHIP
VOL. 12246, PG. 0585

20.00 AC.
C.M. NEYLAND
VOL. 725, PG. 306

3.40 ACRES
OLD SAN ANTONIO
ROAD, LP,
a Texas limited
partnership
DOC. No.
2003211419
TRACT I



67.678 AC. TOTAL
HAVILAND LAKE PARTNERS, LP
DOCUMENT No. 2003211417

62.897 ACRES

CENTERLINE OF PROPOSED 90'
RIGHT-OF-WAY FOR ONION
CREEK PARKWAY EXTENSION

P.O.B.
L-1

4.781 ACRES

56.495 ACRES
OLD SAN ANTONIO ROAD, LP,
a Texas limited partnership
DOC. No. 2003211419
TRACT I

54.2 AC.
TRAVIS MIZPAH, LTD.
VOL. 13074, PG. 0565

- LEGEND**
- TYPE 1-HIGHWAY CONCRETE MONUMENT FOUND
 - 1/2" STEEL PIN FOUND (UNLESS NOTED)
 - CALCULATED POINT
 - 1/2" STEEL PIN SET W/CAP MARKED 'LENZ & ASSOC.'
 - 1/2" PIPE FOUND
 - RECORD CALL

BASIS OF BEARINGS:
TEXAS STATE PLANE
COORDINATE SYSTEM, NAD 83
(GRID); CENTRAL ZONE BASED
ON CITY OF AUSTIN MONUMENT
NUMBER F-11-2001 AND
F-14-3002.

CURVE	DELTA	RADIUS	TANGENT	ARC	CHORD	BEARING
C1	4°58'46"	1500.00	65.22	130.36	130.32	N74°59'25"W
C2	8°56'23"	1500.00	117.26	234.04	233.81	N73°00'37"W
C3	0°02'37"	11309.30	4.30	8.59	8.59	S17°35'49"W
C4	3°27'12"	1869.86	56.37	112.70	112.68	S64°11'26"E

LINE	BEARING	DISTANCE
L-1	N72°30'02"W	333.22
L-2	N77°28'49"W	536.61
L-3	N25°51'43"E	54.70
L-4	N11°06'43"E	195.29
L-5	N25°36'43"E	253.80
L-6	N70°23'54"E	147.85
L-7	S62°20'42"E	1564.06
L-8	S22°36'58"E	70.86
L-9	S17°33'47"W	832.00
L-10	S31°35'57"W	205.62
L-11	S17°32'21"W	150.46
L-12	S25°51'43"W	91.20
L-13	S25°51'43"W	60.19
L-14	N17°32'21"E	199.74

PREPARED BY:
LENZ & ASSOCIATES, INC.
1714 FORT VIEW ROAD, SUITE 101
AUSTIN, TEXAS 78704

TRACT 2
ME 2

**FIELD NOTES TO ACCOMPANY MAP OF SURVEY
4.781 ACRES OF LAND
SANTIAGO DEL VALLE GRANT
TRAVIS COUNTY, TEXAS**

FIELD NOTES DESCRIPTION OF 4.781 ACRES OF LAND OUT OF THE SANTIAGO DEL VALLE GRANT, TRAVIS COUNTY, TEXAS, BEING A PORTION OF THAT CERTAIN 67.678 ACRE TRACT CONVEYED TO HAVILAND LAKE PARTNERS, LP BY DEED OF RECORD IN DOCUMENT NUMBER 2003211417 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS. THE SAID 4.781 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. on the west right-of-way line of Interstate Highway Number 35, the same being the west line of that certain 2.806 acre tract conveyed to the State of Texas by deed recorded in Volume 1634, Page 129 of the Deed Records of Travis County, Texas, at the southeast corner of the said 67.678 acre Haviland Lake Partners, LP tract, the same being the northeast corner of that certain 56.495 acre tract conveyed to Old San Antonio Road, LP by deed of record in Document Number 2003211419 of the Official Public Records of Travis County, Texas;

THENCE, N 68°32'25" W, a distance of 1965.85 feet to a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. on the east line of Old San Antonio Road at the southwest corner of the said 67.678 acre tract and northwest corner of the said 56.495 acre tract, from which an iron pipe found on the east line of Old San Antonio Road bears S 25°51'43" W, 91.20 feet;

THENCE, N 25°51'43" E, a distance of 60.19 feet along the west line of the said 67.678 acre tract and east line of Old San Antonio Road to a point;

THENCE, traversing the interior of the said 67.678 acre tract, the following five (5) courses and distances:

- 1) S 68°32'25" E, 722.47 feet to a point;
- 2) Along a curve to the left, having a central angle of 8°56'23", a radius of 1500.00 feet, an arc of 234.04 feet and a chord bearing and distance of S 73°00'37" E, 233.81 feet to a point;
- 3) S 77°28'49" E, 536.61 feet to a point;
- 4) Along a curve to the right, having a central angle of 04°58'46", a radius of 1500.00 feet, an arc of 130.36 feet and a chord bearing and distance of S 74°59'25" E, 130.32 feet to a point;
- 5) S 72°30'02" E, 333.22 feet to a point on the east line of the said 67.678 acre tract and west right-of-way line of Interstate Highway Number 35 and the said 2.806 acre tract;

EXHIBIT C

4.781 Acres
Page 2 of 2

THENCE, S 17°32'21" W, a distance of 199.74 feet to the **PLACE OF BEGINNING**, containing
4.781 acres of land, more or less.

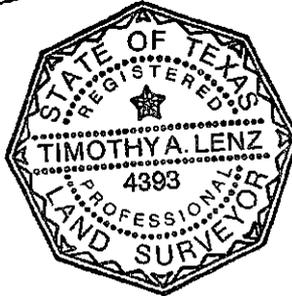
I HEREBY CERTIFY THAT THIS DESCRIPTION WAS PREPARED FROM AN ACTUAL
SURVEY PERFORMED ON THE GROUND UNDER MY SUPERVISION.

T. A. Lenz 11-20-03

TIMOTHY A. LENZ, R.P.L.S. NO. 4393

Lenz & Associates, Inc.
1714 Fort View Road, Suite 101
Austin, Texas 78704
(512) 443-1174

2002-1078(4.781AcZoning).doc

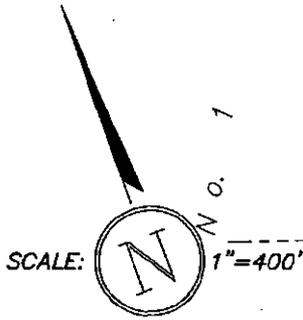


MAP TO ACCOMPANY FIELD NOTES

REMAINDER PORTION
130.714 AC.
THE RIDDELL FAMILY
LIMITED PARTNERSHIP,
A TEXAS LIMITED
PARTNERSHIP
VOL. 12246, PG. 0585

20.00 AC.
C.M. NEYLAND
VOL. 725, PG. 306

3.40 ACRES
OLD SAN ANTONIO
ROAD, LP,
a Texas limited
partnership
DOC. No.
2003211419
TRACT I



STEPHEN F. SLAUGHTER
LEAGUE
OLD SAN ANTONIO ROAD
APPROX. SURVEY LINE
SANTIAGO VALLE GRANT

67.678 AC. TOTAL
HAVILAND LAKE PARTNERS, LP
DOCUMENT No. 2003211417

62.897 ACRES

CENTERLINE OF PROPOSED 90'
RIGHT-OF-WAY FOR ONION
CREEK PARKWAY EXTENSION

$S68^{\circ}32'25"E \sim 722.47'$ C1 L-4 C2 L-5
4.781 ACRES

$N68^{\circ}32'25"W \sim 1965.85'$

P.O.B.

56.495 ACRES
OLD SAN ANTONIO ROAD, LP,
a Texas limited partnership
DOC. No. 2003211419
TRACT I

54.2 AC.
TRAVIS MIZPAH, LTD.
VOL. 13074, PG. 0565

INTERSTATE HIGHWAY No. 35

LEGEND

- TYPE 1-HIGHWAY CONCRETE MONUMENT FOUND
- 1/2" STEEL PIN FOUND (UNLESS NOTED)
- CALCULATED POINT
- 1/2" STEEL PIN SET W/CAP MARKED 'LENZ & ASSOC.'
- 1/2" PIPE FOUND
- (BRG.~DIST.) RECORD CALL

BASIS OF BEARINGS:
TEXAS STATE PLANE
COORDINATE SYSTEM, NAD 83
(GRID), CENTRAL ZONE BASED
ON CITY OF AUSTIN MONUMENT
NUMBER F-11-2001 AND
F-14-3002.

CURVE TABLE

CURVE	DELTA	RADIUS	TANGENT	ARC	CHORD	BEARING
C1	8°56'23"	1500.00	117.26	234.04	233.81	S73°00'37"E
C2	4°58'46"	1500.00	65.22	130.36	130.32	S74°59'25"E

LINE TABLE

LINE	BEARING	DISTANCE
L-1	N25°51'43"E	60.19
L-2	S25°51'43"W	91.20
L-3	N25°51'43"E	54.70
L-4	S77°28'49"E	536.61
L-5	S72°30'02"E	333.22
L-6	S17°32'21"W	199.74
L-7	N17°32'21"E	150.46

PREPARED BY:
LENZ & ASSOCIATES, INC.
1714 FORT VIEW ROAD, SUITE 101
AUSTIN, TEXAS 78704

TRACT 2
MF-2

**FIELD NOTES TO ACCOMPANY MAP OF SURVEY
56.495 ACRES OF LAND
SANTIAGO DEL VALLE GRANT
TRAVIS COUNTY, TEXAS**

FIELD NOTES DESCRIPTION OF 56.495 ACRES OF LAND OUT OF THE SANTIAGO DEL VALLE GRANT, TRAVIS COUNTY, TEXAS, BEING ALL OF THAT CERTAIN 56.495 ACRE TRACT CONVEYED TO OLD SAN ANTONIO ROAD, LP BY DEED OF RECORD IN DOCUMENT NUMBER 2003211419 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS. THE SAID 56.495 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. on the west right-of-way line of Interstate Highway Number 35, the same being the west line of that certain 2.806 acre tract conveyed to the State of Texas by deed recorded in Volume 1634, Page 129 of the Deed Records of Travis County, Texas, at the northeast corner of the said 56.495 acre Old San Antonio Road, LP tract, the same being the southeast corner of that certain 67.678 acre tract conveyed to Haviland Lake Partners, LP by deed of record in Document Number 2003211417 of the Official Public Records of Travis County, Texas;

THENCE, S 17°32'21" W, along the west line of the said 2.806 acre tract and west right-of-way line of Interstate Highway Number 35, passing a 5/8 inch diameter steel pin found at 50.07 feet, passing a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. at a distance of 260.79 feet and continuing a **total distance of 368.19 feet** to a point in the centerline of Onion Creek at the southwest corner of the said 2.806 acre tract and southeast corner of the said 56.495 acre tract;

THENCE, along the south line(s) of the said 56.495 acre tract, with the general location of the centerline of Onion Creek, the following eight (8) courses and distances:

- 1) N 71°05'38" W, 130.49 feet to a point;
- 2) S 77°33'59" W, passing a concrete dam at 664.70 feet and continuing a total distance of 779.92 feet to a point;
- 3) S 73°40'43" W, 730.89 feet to a point;
- 4) S 67°02'43" W, 316.58 feet to a point;
- 5) S 60°47'43" W, 308.24 feet to a point;
- 6) S 45°27'43" W, 263.81 feet to a point;
- 7) S 49°47'43" W, 363.78 feet to a point;

EXHIBIT D

56.495 Acres

Page 2 of 3

- 8) S 66°45'43" W, 116.33 feet to a point at the southerly most or southwest corner of the said 56.495 acre tract, the same being the southeast corner of Lot 1, Golden Lake Estates, a subdivision of record in Book 71, Page 01 of the Plat Records of Travis County, Texas;

THENCE, N 05°26'52" E, along the west line of the said 56.495 acre tract, the same being the east line of the said Lot 1, Golden Lake Estates, passing a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. at 48.28 feet and continuing a total distance of 543.45 feet to a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. at the southerly most corner of that certain 0.14 acre Save and Except portion of a 10.62 acre tract described in a Deed of Trust recorded in Volume 7828, Page 665, from which a ½ inch diameter iron pipe found at the northwest corner of the said 10.62 acre tract and 0.14 acre Save and Except portion bears N 05°26'52" E, 170.02 feet;

THENCE, N 27°48'29" E, along the west line of the said 56.495 acre tract, a distance of 192.76 feet, crossing the said 10.62 acres to a ½ inch diameter iron pipe found at the northeast corner of the said 0.14 acre Save and Except portion of the 10.62 acre tract, the same being the southerly most corner of that certain 0.04 acre Save and Except tract as described in Volume 7828, Page 665;

THENCE, N 27°48'29" E, a distance of 265.07 feet, along the west line of the said 56.495 acre tract and east line of the said 0.04 acre Save and Except tract to a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. on the east line of Old San Antonio Road, at the northerly most corner of the said 0.04 acre Save and Except tract, from which a ½ inch diameter iron pipe found bears S 32°31'33" W, 121.66 feet;

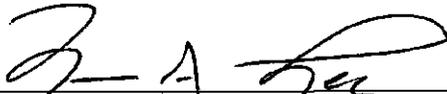
THENCE, along and with the east line of Old San Antonio Road, the same being the west line(s) of the said 56.495 acre tract, the following four (4) courses and distance:

- 1) N 32°31'33" E, 165.07 feet to a ½ inch diameter iron pipe found;
- 2) N 30°57'34" E, 913.72 feet to a ½ inch diameter iron pipe found;
- 3) N 35°51'31" E, 234.67 feet to a ½ inch diameter iron pipe found;
- 4) N 25°51'43" E, 91.20 feet to a ½ inch diameter steel pin set with cap stamped Lenz & Assoc, at the northwest corner of the said 56.495 acre tract and southwest corner of the said 67.678 acre Haviland Lake Partners, LP tract, from which a ½ inch diameter steel pin set with cap stamped Lenz & Assoc. bears N 25°51'43" E, 114.89 feet;

56.495 Acres
Page 3 of 3

THENCE, S 68°32'25" E, a distance of 1965.85 feet along the common line between the said 56.495 acre and 67.678 acre tracts to the **PLACE OF BEGINNING**, containing 56.495 acres of land, more or less.

I HEREBY CERTIFY THAT THIS DESCRIPTION WAS PREPARED FROM AN ACTUAL SURVEY PERFORMED ON THE GROUND UNDER MY SUPERVISION.



11-20-03

TIMOTHY A. LENZ, R.P.L.S. NO. 4393

Lenz & Associates, Inc.
1714 Fort View Road, Suite 101
Austin, Texas 78704
(512) 443-1174

2002-1078(56.495AcZoning).doc



MAP TO ACCOMPANY FIELD NOTES

F.M. 1626

LEGEND

- TYPE 1-HIGHWAY CONCRETE MONUMENT FOUND
- 1/2" STEEL PIN FOUND (UNLESS NOTED)
- 1/2" STEEL PIN SET W/CAP MARKED 'LENZ & ASSOC.'
- ⊙ 1/2" PIPE FOUND (BRG.-DIST.) RECORD CALL

SCALE: 1"=400'

67.678 AC. TOTAL
HAVILAND LAKE PARTNERS, LP
DOCUMENT No. 2003211417

62.897 ACRES

CENTERLINE OF PROPOSED 90'
RIGHT-OF-WAY FOR ONION
CREEK PARKWAY EXTENSION

4.781 ACRES

S58°32'25"E~1965.85'

P.O.B.

56.495 ACRES

OLD SAN ANTONIO ROAD, LP,
a Texas limited partnership
DOC. No. 2003211419
TRACT I

54.2 AC.
TRAVIS MIZPAH, LTD.
VOL. 13074, PG. 0565

LINE TABLE		
LINE	BEARING	DISTANCE
L-1	S17°32'21"W	368.19
L-2	N71°05'38"W	130.49
L-3	S77°33'59"W	779.92
L-4	S73°40'43"W	730.89
L-5	S67°02'43"W	316.58
L-6	S60°47'43"W	308.24
L-7	S45°27'43"W	263.81
L-8	S49°47'43"W	363.78
L-9	S66°45'43"W	116.33
L-10	N05°26'52"E	543.45
L-11	N27°48'29"E	457.83
L-12	N32°31'33"E	165.07
L-13	N30°57'34"E	913.72
L-14	N35°51'31"E	234.67
L-15	N25°51'43"E	91.20
L-16	S17°32'21"W	350.21

"SECOND TRACT"
212 AC.
JOHN C. BYBEE AND WIFE MARGARET BYBEE TO
HERMAN F. HEEP
VOLUME 573, PAGE 301

BASIS OF BEARINGS:
TEXAS STATE PLANE COORDINATE
SYSTEM, NAD 83 (GRID), CENTRAL
ZONE BASED ON CITY OF AUSTIN
MONUMENT NUMBER F-11-2001 AND
F-14-3002.

PREPARED BY:
LENZ & ASSOCIATES, INC.
1714 FORT VIEW ROAD, SUITE 101
AUSTIN, TEXAS 78704